

# P02000014542

## TRANSMITTAL LETTER

February 1, 2002

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Bon Appetit Tours.Com, Inc.  
(proposed corporate name must include suffix)

800004863848--2  
-02/04/02--01047--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00

Filing Fee

☐ \$78.75

Filing Fee  
& Certificate

☒ \$78.75

Filing Fee  
& Certified  
Copy

☐ \$131.25

Filing Fee,  
Certified  
Copy &  
Certificate

### ADDITIONAL COPY REQUIRED

**FROM:** John G. Hubbard, Frazer Hubbard Brandt & Trask, LLP  
Name (Printed or Typed)

595 Main Street

Address

Dunedin, FL 34698

City, State & Zip

727 733-0494

Daytime Telephone Number

**NOTE:** Please provide the original and one copy of the articles

02-08-02  
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**ARTICLES OF INCORPORATION  
OF**

**BON APPETIT TOURS.COM, INC.**

**ARTICLE - NAME**

The name of this corporation is Bon Appetit Tours.Com, Inc. and its mailing address is 150 Marina Plaza, Dunedin, FL 34698

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

This general purpose of this corporation is for tour and travel services and for all other lawful uses and purposes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 595 Main Street, Dunedin, FL 34698 and the name of the registered agent of this corporation at that address is John G. Hubbard.

## **ARTICLE VII - INCORPORATORS**

The name and address of the person signing these articles of incorporation is:

Peter Kreuziger                      150 Marina Plaza  
Dunedin, FL 34698

## **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholder.

## **ARTICLE IX - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by thirty three and one-third percent (33 1/3%) of the shares issued and outstanding of this corporation.

## **ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 50% plus 1 of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of 66 2/3% of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition, or liquidation.

## **ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

## **ARTICLE XIII - SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of

shareholders of this corporation, duly called as provided by law.

#### **ARTICLE XIV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

#### **ARTICLE XV - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### **ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by conference telephone as provided by law.

#### **ARTICLE XVII - DIVIDENDS**

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain or non-taxable dividends depending on the source from which they are derived.

#### **ARTICLE XVIII - INDEMNIFICATION**

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

#### **ARTICLE XIX - TAX ELECTIONS**

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

1. Qualified pension or profit sharing plan;
2. Election as a sub-chapter S corporation;

3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement whether qualified or not;
5. Corporate medical reimburse plan; and
6. Excess compensation reimbursement plan.

### ARTICLE XX - AMENDMENT

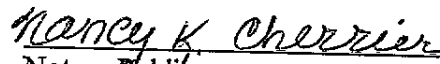
The shareholders shall have the right to amend or repeal any provisions contained in these articles of incorporation, in accordance with the procedures approved by the shareholders, from time to time, and made a part of the corporation's Bylaws; however, such amendment shall be by the affirmative vote of 50% plus one (1) of the shares entitled to vote.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 31<sup>st</sup> day of January, 2002.

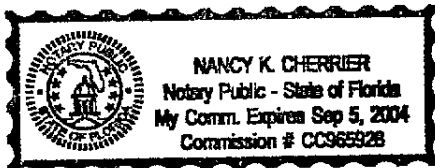
  
PETER KREUZIGER

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31 day of January, 2002, by PETER KREUZIGER, who ☐ is personally known to me or who has produced ☐ a ☒ driver's license or \_\_\_\_\_ as identification.

  
Nancy K. Cherrier  
Notary Public

My Commission Expires:



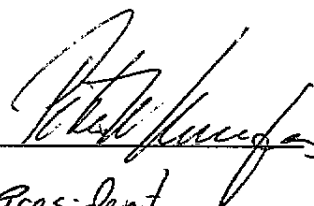
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE  
FOLLOWING IS SUBMITTED: **BON APPÉTIT TOURS.COM, INC.**, desiring to  
organize or qualify under the laws of the State of Florida, with the principal place of business  
located at 150 Marina Plaza, Dunedin, FL 34698, and has named John Hubbard, located at  
595 Main Street, Dunedin, Florida 34698, as its resident agent to accept service of process  
within Florida.

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

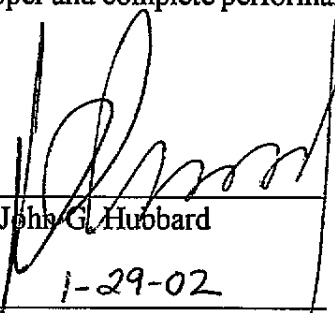
  
President  
01/31/02

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-stated corporation, at  
the place designated in the certificate, I hereby agree to act in this capacity and I further agree  
to comply with the provisions of all statutes relative to the proper and complete performance  
of my duties.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

  
John G. Hubbard  
1-29-02