

TRANSMITTAL LETTER

P020000020459

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

FILED
02 FEB 22 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Bluewater Tops, Inc.
(Proposed corporate name - must include suffix)

000004991490--6
-02/22/02--01072--001
*****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 of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Ausley & McMullen
Name (Printed or typed)

Address

City, State & Zip

(850) 224-9115
Daytime Telephone number

RECEIVED
02 FEB 22 PM 12:27
DIVISION OF CORPORATIONS

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

J. BRYAN

2/22/02

ARTICLES OF INCORPORATION
OF
BLUEWATER TOPS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I.
Name and Principal Office

The name of this Corporation shall be BLUEWATER TOPS, INC. The principal place of business and mailing address of this Corporation is 2820 Coastal Highway, Crawfordville, Florida 32327.

ARTICLE II.
Nature of Business

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the Florida Business Corporation Act.

ARTICLE III.
Stock

The authorized capital stock of this Corporation shall consist of 100 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.
Powers**

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

**ARTICLE V.
Incorporator**

The name and street address of the Incorporator of this Corporation is as follows:

William Keith Stalvey	1204 Southern Street
	Tallahassee, FL 32305

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 2820 Coastal Highway, Crawfordville, Florida 32327. The name of the initial Registered Agent of the Corporation at the above address shall be William Keith Stalvey. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have one Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE IX.
Initial Board of Directors

The initial Board of Directors shall consist of one person. The name and street address of the member of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected is as follows:

William Keith Stalvey	1204 Southern Street Tallahassee, FL 32305
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ARTICLE X.
Officers

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President, Treasurer & Secretary	William Keith Stalvey 1204 Southern Street Tallahassee, FL 32305
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ARTICLE XI.
**Transactions In Which Directors
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the

Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.

Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended only by: (a) a majority affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

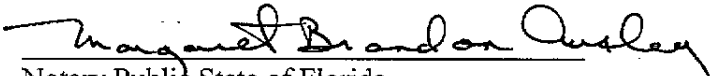
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, have executed these Articles of Incorporation this _____ day of February, 2002.



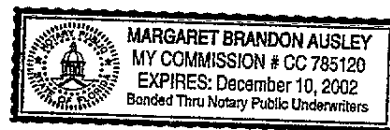
WILLIAM KEITH STALVEY
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 21st day of February, 2002, by WILLIAM KEITH STALVEY, who is personally known to me.



Notary Public State of Florida
Margaret Brandon Ausley
(Name typed/printed)



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

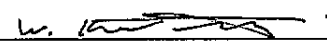
William Keith Stalvey, desiring to organize as a corporation under the laws of the state of Florida, has designated 2820 Coastal Highway, Crawfordville, Florida 32327, as its initial registered office and has designated William Keith Stalvey, located at said address, as its initial Registered Agent.



Incorporator

Date: February 21, 2002

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of her position as Registered Agent.



WILLIAM KEITH STALVEY
Registered Agent
Date: February 21, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA