

# P02000048858

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 APR 29 PM 12:55

R. G. Young & Associates  
481 Lakeshore Drive  
Lake Mary, FL 32746

Secretary of State  
Bureau of Corporate Records  
P. O. Box 6327  
Tallahassee, FL 32314

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-04/29/02--01078--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Attn : Corporations Division  
Re: Bass Challenger Guide Service, Inc.  
Effective Date : Date of Filing

Dear Sir:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it to me.

Also enclosed is a certificate designating place of business or domicile for service of process within this state, naming agent upon whom process may be served.

A check is also enclosed in the total amount of \$70.00 to cover the \$35.00 filing fee and the \$35.00 fee for designation of registered agent.

Sincerely,

R.G. Young



Enclosures

5-3-02  
WC

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***ARTICLES OF INCORPORATION***  
***of***  
***BASS CHALLENGER GUIDE SERVICE, INC.***

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is Bass Challenger Guide Service, Inc.. It's business & mailing address is: 195 Heather Lane Dr., Deltona, FL 32738 in Volusia County

**ARTICLE II**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 750 shares with a par value of \$1.00 per share.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Ronald G. Young  
481 Lakeshore Dr.  
Seminole County  
Lake Mary, FL 32746

#### **ARTICLE IV PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

#### **ARTICLE V DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Edward Bussard  
195 Heather Lane Dr.  
Deltona, FL 32738

Jacquelin Bussard  
195 Heather Lane Dr.  
Deltona, FL 32738

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into 1 classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

#### **ARTICLE VI LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

### **Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to

the best of my knowledge.

I ACCEPT THE APPOINTMENT OF REGISTERED AGENT FOR SAID CORPORATION.

Ronald G. Young

Ronald G. Young, Incorporator/Registered Agent  
481 Lakeshore Dr.  
Lake Mary, FL 32746