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TRANSMITTAL LETTER

Dec. 28,2002

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

SUBJECT: Long Point Marine Inc. (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)					
Enclosed is an origin	al and one(1) copy of the artic	les of incorporation and a	check for:		
\$70.00 Filing Fee	☐ \$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED		
FROM		Printed or typed)			
243 Blackshear Dr. Address					
Panama City F1 32404 City State & Zip					
	(850) 233.440 Daytime	O X / Q Y Telephone number	· · · · · · · · · · · · · · · · · · ·		

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

CERTIFICATE OF INCORPORATION OF

Long Point Marine, Inc.

The name of the Corporation is Long Point Marine, Inc.

2. Principal Office and Registered Agent

Its registered office in the State of Florida is 243 Blackshear Dr. in the City of Parker, County of Bay. The name of its registered agent at such address is Donna-Lee Gibbens. The address of the Corporation and the address of the Registered agent are the same.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.



The total number of shares of capital stock that the Corporation shall have authority to issue is One Thousand (1,000), all of which are to be common stock with \$.25 value each.

5. Incorporator
The name and mailing address of the incorporator is: Donna-Lee Gibbens, 243 Blackshear Dr., Parker, Florida 32404.

6. Effective Date

The effective Date of the Corporation is January 1, 2003.

7. Existence

The Corporation is to have perpetual existence.

8. Liability of Stockholders

The private property of the stockholders shall not be subject to the payment of corporate debts.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida, at such place or places, as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deems to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of directors may be removed at any time, in such manner as shall be provided in the bylaws.
- (d) The board of directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the Stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purposes, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and



- regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (g) Upon any sale, exchange or other disposal of the property and/or assets of the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- (h) In case of the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporate upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.
- (i) The Corporation reserves the rights to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statue; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand the <u>state</u> day of <u>becember</u>, 2002.

Wanna Lee Gibbens

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent.

Donna-Lee Gibbens Registered Agent		December 27 2002	·
State of Florida.	_) _) ss		
County of Bay			
BE IT REMEMBERED that Notary Public for the State of the same person who execut person's free act and deed the true to the person's best kno	ed the foregoing Certific se foregoing document as	cate, and acknowledged that	said person signed as the
N WHATELES WHITE BOLL	HAVE HEREUNTO S	ET MY HAND AND SEAL	THE DAY AND YEAR

Lysa a Landers
Notary Public

TY COMMISSION # DD 161136 EXPIRES: October 27, 2006 Inded Thru Notary Public Underwriters

CERTIFICATE

I, Donna-Lee Gibbens, do hereby certify that I am the duly elected and qualified Secretary and keeper of the records and corporate seal of Long Point Marine, Inc., a Florida Corporation, and that the following is a true and correct copy of resolutions duly adopted at a live meeting of the board of Directors of said organization pursuant to the requirements of the Certificate of Incorporation and Bylaws of said corporation on December 26, 2002, and that such resolutions are now in full force: Banking Resolution whereas the Bank of record shall be NCSC Federal Credit Union, 910 Thomas Dr., Panama City Beach, Fl. 32408.

IN WITHNESS WHEREOF, I have hereunto subscribed my name as Secretary and have caused the corporate seal of said corporation to be affixed hereto this January 1, 2003.

Doma-Lee Gibbens

ACTION BY INCORPORATOR

The undersigned, Donna-Lee Gibbens, being the sole incorporator of Long Point Marine, Inc. (the "Corporation"), in accordance with governing law, do hereby take the following action:

The undersigned hereby elect the following persons to be directors of the corporation, to serve until the first annual meeting of stockholders or until their successors are elected and qualified: John H. Gibbens and Donna-Lee Gibbens.

The undersigned hereby waive all right, title and interest in and to any stock or property of Corporation and any right in the management thereof arising out of or connected with performing duties as incorporator.

Dated: December 26, 2002

onna-Lee Gibbens

