

**P0300000054**

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

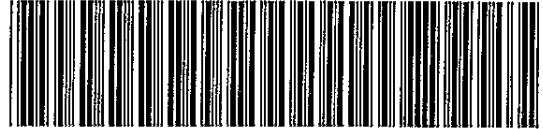
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EFFECTIVE DATE  
1-1-03

FILED  
02 DEC 30 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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 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: Donna-Lee Gibbens  
Name (Printed or typed)

243 Blackshear Dr.  
Address

Panama City, FL 32404  
City, State & Zip

(850) 233-4400 x 124  
Daytime Telephone number

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

CERTIFICATE OF INCORPORATION  
OF  
Long Point Marine, Inc.

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**1. Name**

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.

**3. Purposes**

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.

EXPIRES  
1-1-03

**4. Capital Stock**

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.

**9. Management**

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:

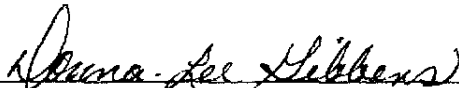
- (a) The books of the Corporation may be kept outside of the State of Florida, at such place or places, as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise 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 deemed 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



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 WITNESS 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.

  
\_\_\_\_\_  
Donna-Lee Gibbens

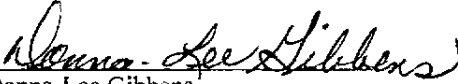
ACTION BY INCORPORATOR

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

  
Donna-Lee Gibbens

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