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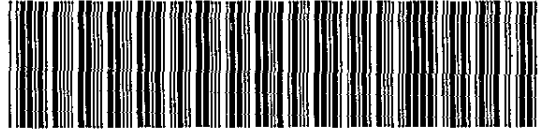
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DIVISION OF CORP. AFFAIRS

J. SMITH FEB 03 2003

Costin and Costin

ATTORNEYS AT LAW
413 WILLIAMS AVENUE
PORT ST. JOE, FLORIDA 32456
TELEPHONE (850) 227-1159
FAX: (850) 229-6957

Charles A. Costin

Cecil G. Costin, Jr.
(1923 - 1990)

Mailing Address:
Post Office Box 98
Port St. Joe, FL 32457-0098

January 22, 2003

Florida Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Horizon Marine of Gulf Coast, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referred corporation. Please file the original, certify the copy, and return the certified copy to me at your earliest convenience. I have enclosed a check in the amount of \$78.75 to cover the fees.

Sincerely,



Kristy Lee

Enclosures

ARTICLES OF INCORPORATION

OF

HORIZON MARINE OF GULF COAST, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under Chapter 607, Florida Statutes, and do hereby certify that it has become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is "HORIZON MARINE OF GULF COAST, INC."

ARTICLE II

Duration

The corporation shall have perpetual existence, commencing on the date of filing of this agreement.

ARTICLE III

General Purpose Clause

The general nature of the business or businesses to be transacted by the corporation is marine repair and maintenance. This corporation shall also have the power to transact any lawful business for which corporations may be incorporated to do under Chapter 607, Florida Statutes and amendments or supplements thereto, and any other Florida Statutes relating to corporations

for profit.

ARTICLE IV
Capital Stock

The corporation is authorized to issue One Hundred Twenty(120) shares of One Cent (\$.01) par value common stock which shall be designated as common shares.

ARTICLE V
Initial Registered Office and Agent

The mailing address of the initial registered office of this corporation is 338 Marina Drive, Port St. Joe, Florida 32456. The physical address of the initial registered office is 338 Marina Drive, Port St. Joe, Florida 32456. The name of the initial registered agent of this corporation will be Charles A. Costin at 413 Williams Avenue, Port St. Joe, Florida 32456.

ARTICLE VI
Initial Board of Directors and Officers

The company shall have two (2) directors initially. The executive positions (officers) of the directors are set forth herein below and the respective offices held. The number of directors may be either increased or diminished from time to time as provided by the by-laws adopted by the stockholder. The names and addresses of the initial directors and officers are:

Thomas Marvin Driggers	President/Treasurer
P.O. Box 14132	
Mexico Beach, Florida 32410	

Lavaughn Weatherly Vice President/Secretary
1306 Woodward Avenue
Port St. Joe, Florida 32456

ARTICLE VII
Incorporators

The names and addresses of the incorporators signing these articles are:

Thomas Marvin Driggers
P.O. Box 14132
Mexico Beach, Florida 32410

Lavaughn Weatherly
1306 Woodward Avenue
Port St. Joe, Florida 32456

ARTICLE VIII
By-Laws

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX
Initial Shareholders

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite their name:

Thomas Marvin Driggers	80 shares common stock
Lavaughn Weatherly	40 shares common stock

ARTICLE X
Powers

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, but it may not mortgage or pledge any or all of its property or assets without

shareholder approval.

ARTICLE XI
Amendment

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto by a majority vote of the Board of Directors and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 21st day of January, 2003.

HORIZON MARINE OF GULF COAST, INC.

By: Thomas M. Driggers
Thomas Marvin Driggers,
Incorporator

By: Lavaughn Weatherly
Lavaughn Weatherly, Incorporator

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 21st day of January, 2003, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared THOMAS MARVIN DRIGGERS and LAVAUGHN WEATHERLY, who are personally known to me or who produced personally known to me as identification, the incorporators signing the articles in the above corporation and they acknowledged before me that the proposed Articles of Incorporation are the free act and

deed of the incorporators and that the facts therein set are truly set forth and that they desire to associate themselves pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Kristy M. Lee
Notary Public

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that **HORIZON MARINE OF GULF COAST, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Port St. Joe, Gulf County, Florida, has named **CHARLES A. COSTIN**, 413 Williams Avenue, Port St. Joe, Florida 32456, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



CHARLES A. COSTIN

Registered Agent

413 Williams Avenue

Port St. Joe, Florida 32456

STATE OF FLORIDA
DIVISION OF CORPORATIONS
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