

P03000029625

Heather Clark
(Requestor's Name)

1545 Coastal Hwy
(Address)

Panacea Fl. 32346
(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

Panacea Motel
(Business Entity Name)

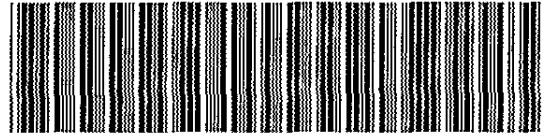
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

VI

**ARTICLES OF INCORPORATION
OF
The Panacea Motel, Inc.**

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CLERK 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 the corporation shall be The Panacea Motel, Inc. The principal place of business is 1545 Coastal Highway, Panacea, 32346. The mailing address is 1545 Coastal Highway, Panacea, Florida, 32346.

**ARTICLE II
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida. The corporation may engage in commercial activities.

**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: Heather Clark, 1545 Coastal Highway, Panacea, Florida, 32346.

**ARTICLE VI
Terms of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

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

The street address of the Initial Registered Office of this Corporation in the state of Florida shall be 1545 Coastal Highway, Panacea, Florida,. The name of the Initial Registered Agent of the Corporation shall be Heather Clark. 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 no less than 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 2 Directors.

ARTICLE X

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers. A person may hold more than one office.

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 of more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because such Director or Directors or officer of 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 a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XII

Financial Information

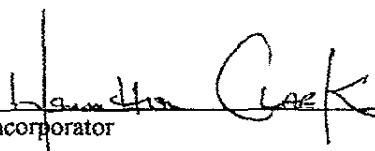
The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholder. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by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

The Board of Directors will determine the financial systems and reporting information for the Corporation at the First Board Meeting.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporation to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 15th day of March, 2002.



Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

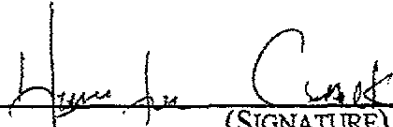
1. The name of the corporation is: The Panacea Motel, Inc.

2. The name and address of the registered agent and office is:

Heather Clark
(NAME)
1545 Coastal Hwy.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Panacea, Fl. 32346
(CITY/STATE/ZIP)

FILED
03 MAR 14 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the obligations of my position as registered agent.


(SIGNATURE)

3.15.03
(DATE)