

Amended / Restated  
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**KOPELOUSOS & BRADLEY, P.A.**

**ATTORNEYS AT LAW**

**1279 KINGSLEY AVENUE - SUITE 118**

**ORANGE PARK, FLORIDA 32073**

**MAILING ADDRESS: P.O. BOX 562**

**ORANGE PARK, FLORIDA 32067-0562**

**JOHN KOPELOUSOS  
ROB BRADLEY  
STACIE R. DRAWDY  
GORDON O. JESPERSON**

**TELEPHONE: (904) 269-1111  
FACSIMILE: (904) 269-1115**

April 24, 2008

**VIA FEDEX**

Amendment Section  
Attn: Irene Albritton  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Amelia Occasions, Inc. – Document No. P03000047684

Dear Ms. Albritton:

Thank you for your assistance with this matter. Enclosed please find a copy of your letter dated April 17, 2008 and Amended and Restated Articles of Incorporation of Amelia Occasions, Inc. I understand you are holding the check for \$43.75 to cover the filing fee. Please return to me a certified copy of the Amended and Restated Articles of Incorporation.

Please return all correspondence concerning this matter to the following:

Gordon O. Jesperson, Esq.  
1279 Kingsley Avenue, Suite 118  
Orange Park, Florida 32073

For further information concerning this matter, please call me directly at (904) 269-1111.  
Thank you for your assistance with this matter.

Best regards,



Gordon O. Jesperson

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 17, 2008

KOPELOUSOS & BRADLEY, P.A.  
% GORDON O. JESPERSON  
1279 KINGSLEY AVE - SUITE 118  
ORANGE PARK, FL 32073

SUBJECT: AMELIA OCCASIONS, INC.  
Ref. Number: P03000047684

We have received your document for AMELIA OCCASIONS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is L03000041993 - HISTORIC PROPERTIES, LLC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 308A00023039

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AMELIA OCCASIONS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 APR 25 PM 2:05

The undersigned, for the purpose of Amending and Restating the Articles of Incorporation of Amelia Occasions, Inc., originally filed on April 19, 2003 under the Florida Business Corporation Act, F.S. 607.1006, hereby make, acknowledge, and file the following Amended and Restated Articles of Incorporation.

**Article I.**

The name of the corporation is **Historic Venues, Inc.** (the "Corporation"). The principal place of business and mailing address of the Corporation shall be 5142 Sea Chase Drive, No. 1, Amelia Island, Florida 32034. The Corporation may be engaged in any lawful business.

**Article II.**

The aggregate number of shares which the Corporation shall have authority to issue is 7,500 shares of common stock. The shares of common stock have unlimited voting rights and are entitled to receive the net assets of the Corporation. The par value of the common stock is \$1.00 per share.

**Article III.**

The name and street address of the registered agent of the Corporation in the State of Florida is: Gordon O. Jespersen, Esquire, 1279 Kingsley Avenue, Suite 118, Orange Park, Florida 32073.

**Article IV.**

The Corporation is authorized to purchase shares of Common Stock from present and former employees, consultants and directors pursuant to arrangements approved by the Board of Directors.

**Article V.**

The Corporation shall have a Board of Directors consisting of not less than one (1) nor more than five (5) directors. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this Article VI shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to the Florida Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs prior to the effective date of such amendment.

**Article VI.**

Action required or permitted by the Florida Business Corporation Act to be taken at a shareholders' meeting may be taken without a meeting if the action is taken pursuant to written consent by shareholders having not less than the minimum number of votes that would be necessary

to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted.

## **Article VII.**

A. Indemnification. The Corporation shall indemnify to the fullest extent not prohibited by law any Person who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Person in connection with such Proceeding. Notwithstanding the foregoing, the Corporation shall not indemnify any Person from or on account of acts or omissions of such Person of a type for which liability could not be eliminated for a director under Section 607.0850 of the Florida Business Corporation Act.

B. Advancement of Expenses. Expenses incurred by a Person in defending a Proceeding shall in all cases be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such Person, if the Person:

1. furnishes the Corporation a written affirmation of the Person's good faith belief that such Person has met the standard of conduct described in the Florida Business Corporation Act or is entitled to be indemnified by the Corporation under any other indemnification rights granted by the Corporation to such Person; and

2. furnishes the Corporation a written undertaking to repay such advance to the extent it is ultimately determined by a court that such Person is not entitled to be indemnified by the Corporation under this Article VII or under any other indemnification rights granted by the Corporation to such Person.

Such advances shall be made without regard to the Person's ability to repay such advances and without regard to the Person's ultimate entitlement to indemnification under this Article VIII or otherwise.

C. Definition of "Proceeding" and "Person". The term "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative, or investigative nature, in which an individual may be or may have been involved as a party or otherwise by reason of the fact that the individual is or was a director or officer of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or fiduciary of an employee benefit plan of another Corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article VII. The term "Person" means any individual serving in a capacity described in this Paragraph.

D. Non-Exclusivity and Continuity of Rights. This Article VII: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the board of directors, vote of stockholders or otherwise, both as to action in the official capacity of the Person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a Person who has ceased to be a director or officer, (iii) shall inure to the benefit of the heirs, executors, and administrators of such Person, and

(iv) shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article VII.

E. Amendments. Any repeal of this Article VII shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article VII in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

F. Directors and Officers. The Directors of the Corporation shall be Leana D. Gallagher and Bradford K. Gallagher, and the Officers of the Company shall be Leana D. Gallagher as President/Secretary and Bradford K. Gallagher as Vice President. The address of the Directors and Officers is 5142 Sea Chase Drive, No. 1, Amelia Island, Florida 32034. Such Directors and Officers shall serve until their respective successors are elected and qualified.

### Article VIII

The Board of Directors may adopt, alter, modify, amend or rescind Bylaws of the Corporation by a majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the member of the Board of Directors.


### Article IX


The Corportion may amend, alter, or repeal any provision f these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

Having been named as registered agent to accept service of process for Historic Venues, Inc., at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Gordon O. Jespersen, Esquire.

The Amended and Restated Articles of Incorporation were approved unanimously by the Shareholders on April 2, 2008. The number of votes cast for the Amended and Restate Articles of Incorporation was sufficient for approval.

  
Leana D. Gallagher  
5142 Sea Chase Drive, No. 1  
Amelia Island, FL 32034

  
Bradford K. Gallagher  
5142 Sea Chase Drive, No. 1  
Amelia Island, FL 32034