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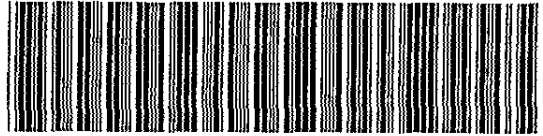
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03 OCT - 7 PM 3:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Stephens Law Firm, P.A.

Attorneys at Law

The Plaza at Regatta Bay
4507 Furling Lane, Suite 210
Destin, FL 32541

Phone: (850) 837-7135

Fax: (850) 837-1969

October 3, 2003

Florida Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

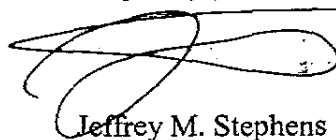
Re: Articles of Incorporation – “VIP of Emerald Coast, Inc.”

Dear Secretary of State:

Enclosed for filing you will find two original Articles of Organization for “VIP of Emerald Coast, Inc.” Also enclosed is a check in the amount of \$70 to cover the filing fee. Please file and return a file stamped original to this office for our client’s records.

Thank you in advance and please call if you have any questions or if I can provide additional information.

Very truly yours,



Jeffrey M. Stephens

Enclosures

Cc: Brian Raines

**ARTICLES OF INCORPORATION
OF
VIP OF EMERALD COAST, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles of Incorporation, and in compliance with Chapter 607, Florida Statutes, hereby certifies that:

ARTICLE I

NAME

The name of the Corporation is: VIP of Emerald Coast, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is: 212 Ponce De Leon Road, Destin, Florida 32550.

ARTICLE III

SHARES OF STOCK

The aggregate number of share that the Corporation is authorized to issue is 1,000 shares of Common Stock, no par value. Brian Raines shall be the sole shareholder of the Corporation upon these Articles being accepted for registration with the State of Florida.

ARTICLE IV

CUMMULATIVE VOTING

Cumulative voting shares of stock is not authorized.

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof at the price which is offered to others.

ARTICLE VI

AUTHORIZATION OF RESTRICTIONS ON TRANSFER OF SHARES

All of the issued and outstanding shares of the Corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the Corporation. A copy of such agreement shall be kept on file with the secretary of the Corporation, and shall be subject to inspection by shareholders of record at reasonable times during business hours.

ARTICLE VII

DURATION

The duration of the Corporation is perpetual commencing on the date of filing these Articles of Incorporation.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is: 4507 Furling Lane, Suite 210, Destin, Florida 32541. The name of the initial registered agent of the Corporation is Jeffrey M. Stephens.

ARTICLE IX

INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial board of directors and officers of the Corporation shall be as follows:

Brian Raines – President, Treasurer, Secretary and Director

The address of Brian Raines is: 212 Ponce De Leon Road, Destin, Florida 32550.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

BYLAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

ACTION WITHOUT A MEETING

The Directors of the Corporation may take action by unanimous written consent without a meeting, as provided by law.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator of the Corporation is:

Jeffrey M. Stephens
4507 Furling Lane, Suite 210
Destin, FL 32541

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation this 3rd day of October, 2003.

By: 

Jeffrey M. Stephens, Incorporator

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

Pursuant to the provisions of section 607.0501 and 617.0501, Florida Statutes, I hereby accept the designation as registered agent to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation for VIP of Emerald Coast, Inc., which is as follows: 4507 Furling Lane, Suite 210, Destin, Florida 32541. 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 of VIP of Emerald Coast, Inc. pursuant to the Florida Statutes.

Dated this 3rd day of October, 2003.

By: 

Jeffrey M. Stephens, Registered Agent