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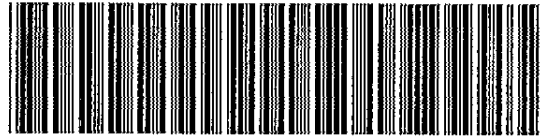
(Business Entity Name)

(Document Number)

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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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1.) X Club Semoran, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

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**ARTICLES OF INCORPORATION
Of
X CLUB SEMORAN, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

X CLUB SEMORAN, INC.

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is:

1900 S. Semoran Blvd., Orlando, Fl 32812

The mailing address of the corporation is:

5600 W. Colonial Dr., Suite 202, Orlando, Fl 32808

ARTICLE III

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE IV

PURPOSE OR PUROSES

The general purposes for which the corporation is organized are:

1: To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

2: To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

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ARTICLE V

CAPITALIZATION

The total number of shares of stock that the corporation is authorized to issue is Twenty Thousand (20,000) all of which shall be Common Stock, with the par value of One Dollar (\$1.00 per share. The Common Stock shares shall be identified as identical to each other in every respect except as to voting rights. Then Thousand (10,000) shares of the Common Stock shall be identified each As having voting rights and the holder or holders of the voting Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Ten Thousand (10,000) shares of the Common Stock shall be identified as having no voting rights and the holder or holders of the non-voting Stock shall not be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

PREEMPTIVE RIGHTS

The holders of shares of the corporation shall have preemptive rights to subscribe or purchase from the corporation any shares authorized but unissued, or any newly authorized shares.

ARTICLE VII

INITIAL DIRECTORS

The following individuals shall initially hold the office of Director:

- | | | |
|--------------------------|---|----------|
| 1: Daniel J. Barton | - | Director |
| 2: Christopher D. Palmer | - | Director |

ARTICLE VIII

INITIAL OFFICERS

The following individuals shall initially hold the following Offices:

- | | | |
|--------------------------|---|-----------|
| 1: Christopher D. Palmer | - | President |
| 2: Daniel J. Barton | - | Secretary |
| 3: Christopher D. Palmer | - | Treasurer |

ARTICLE IX

REGSISTERD OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

5600 W. Colonial Dr., Suite 202, Orlando, Fl 32808

and the name of its initial registered agent at such address is:

Daniel J. Barton

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Daniel J. Barton

5600 W. Colonial Dr., Suite 202

Orlando, Fl 32808

IN WITNESS WHEREOF, the Incorporator had hereunto set his hand on March 5, 2004.

INCORPORATOR:

DANIEL J. BARTON

By: 

Daniel J. Barton, as Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
Of
X CLUB SEMORAN, INC.

Daniel J. Barton hereby consents to serve as Registered Agent in the State of Florida for X Club Semoran, Inc. He understands that as agent for the corporation it will be the Agent's responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation, and immediately notify the office of the Secretary of State in the event of his resignation, or of any changes in the registered office address of the corporation for which he is Agent pursuant to F.S. 607.0501(3).

Dated: March 5, 2004

REGISTERED AGENT:
DANIEL J. BARTON

BY _____


Daniel J. Barton
5600 W. Colonial Dr., Suite 202
Orlando, FL 32808

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