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DIVISION OF CORPORATION

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Blue Water SP, Inc.

Signature _____

Requested by: *WLC*

Name

Date

Time

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

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_____ Certificate of Good Standing _____

_____ Certificate of Status _____

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_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

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_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

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ARTICLES OF INCORPORATION

OF

BLUEWATER SP. INC.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is BLUEWATER SP, INC. and its principal address is 2340 J&C Boulevard, Naples, Florida 34109.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business of providing engineering, network and IT sales and services and for all other purposes allowed a Florida corporation.

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ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5801 Pelican Bay Boulevard, Suite 103, Naples, Florida 34108 and the name of the initial registered agent of this corporation at that address is Craig D. Blume, Esq.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are: Geoffrey Courtright, 2821 Mayfield Road, Wayzata, MN 55391 and Ken Lee, 5210 Meadville Street, Greenwood, MN 55331.

ARTICLE VII
INCORPORATORS

The names and addresses of the persons signing these Articles are Geoffrey Courtright, 2821 Mayfield Road, Wayzata, MN 55391 and Ken Lee, 5210 Meadville Street, Greenwood, MN 55331.

ARTICLE VIII
BY-LAWS

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

ARTICLE IX
SHAREHOLDER QUORUM

Sixty seven percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

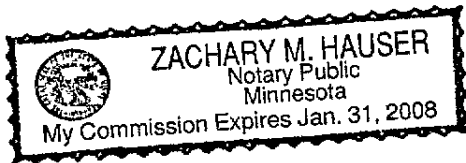
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct. An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a sixty seven percent (67%) vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 12 day of May, 2004.



[Signature] L.S.
Ken Lee, Incorporator

[Signature] L.S.
Geoffrey Courtright, Incorporator

STATE OF Minnesota
COUNTY OF Hennepin

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared Ken Lee and Geoffrey Courtright ___ personally known to me ___ identified by drivers' licenses to be the persons who executed these Articles of Incorporation, and they acknowledged before me that as their free act they executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12 day of May, 2004.

[Signature]
Notary Public

My Commission Expires: 01/31/2008

I, Craig D. Blume, Esq., agree to serve as resident agent and accept service for BLUEWATER SP, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 12 day of May, 2004.

[Signature]
Craig D. Blume, Esq.

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