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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

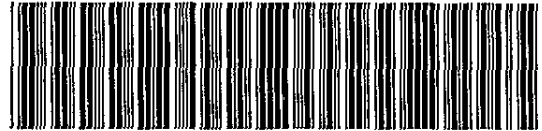
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS  
04 JUL 30 AM 7:35

QB 8/3

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: SINGING RIVER TOURS, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: BECKY JO HOFFMAN  
Name (Printed or typed)

20372 E. PENNSYLVANIA AVE  
Address  
SUITE B

DUNNELLON, FL 34432  
City, State & Zip

(352) 465-5040  
Daytime Telephone number

✓ NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE  
DIVISION OF CORPORATE  
04 JUL 30 AM 7:35

**ARTICLES OF INCORPORATION  
of  
SINGING RIVER TOURS, INC**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of FLORIDA, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is SINGING RIVER TOURS, INC.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

11938 HALE STREET  
DUNNELLON, FL 34431

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of \$1.00 par value stock.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

INGRID M. ELLIS  
SINGING RIVER TOURS, INC.  
11938 HALE STREET  
MARION County  
DUNNELLON, FL 34431

## **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

JOHN SEMMES  
11938 HALE STREET  
DUNNELLON, FL 34431

MARY M SEMMES  
P O BOX 3435  
DUNNELLON, FL 34430

INGRID M. ELLIS  
11938 HALE STREET  
DUNNELLON, FL 34431

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE VIII OTHER PROVISIONS

*Preemptive Rights.* The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

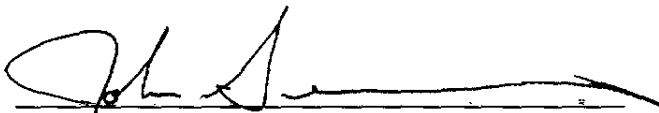
*Director or Officer Interest.* In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

*Stock Transfer Restriction.* No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

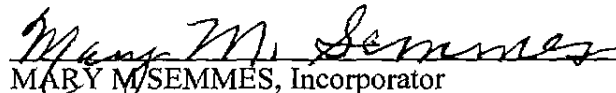
*Corporate Seal.* The corporation shall have no corporate seal.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



JOHN SEMMES, Incorporator  
11938 HALE STREET  
DUNNELLON, FL 34431



MARY M SEMMES, Incorporator  
P O BOX 3435  
DUNNELLON, FL 34430

- \* An "organizational meeting" of the incorporators (or the initial directors, if they were named in the Articles) must be held. Alternatively, such incorporators (or initial directors, if named) can sign an "Organizational Consent" without a meeting.

Assuming that the initial directors were named in the Articles, the minutes SHOULD include a description of the actions taken to complete the organization, such as:

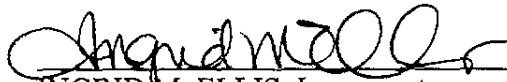
- \* Adoption of the Bylaws, and
- \* Election of officers.

The minutes CAN include other resolutions, such as:

- \* Issuance of a specified number of shares to specific persons for a stated consideration
- \* Acceptance of specific assets or liabilities of the corporation
- \* Authorization to the president to obtain an Employer Identification Number
- \* Authorization to the president to establish a corporate bank account and to borrow specific sums of money
- \* Approval of a fiscal or calendar year for the corporation
- \* Authorization to the president to file a tax election to be treated as a "Subchapter S" corporation
- \* Authorization for the corporation to lease office space upon certain terms
- \* Authorization and direction to the officers to obtain appropriate insurance coverage
- \* Authorization to the president to adopt pension and/or profit sharing plans for the employees
- \* Authorization to the president to enter into employment agreements with specific officer-employees

If an organizational meeting will be held, the incorporators (or initial directors, if named) must be given at least two days' prior written notice of the meeting, unless they individually waive such notice.

- \* There are other documents and forms that are commonly prepared in connection with the formation of a corporation. These can include shareholder voting agreements, long-term employment agreements, stock transfer restriction or buy/sell agreements among the shareholders, a lease or franchise agreement, a loan agreement, "Subchapter S" election, patent or trademark application, application for necessary licenses and permits, and trade name filings.
- \* Additionally, minutes of shareholder and director meetings must be prepared at least annually. An Annual Report and an Annual Franchise Tax Report must be filed with the Secretary of State.
- \* Finally, it is important to pay close attention to the necessity of respecting the



INGRID M. ELLIS, Incorporator  
11938 HALE STREET  
DUNNELLON, FL 34431

State of Florida, County of MARION, ss:

Subscribed and sworn to (or affirmed) before me this 28<sup>th</sup> day of  
July, 2004.

  
Notary Public

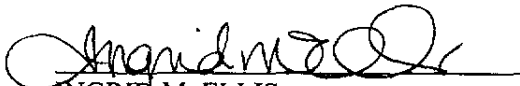


Becky Jo Hoffman  
My Commission DD088207  
Expires January 23, 2008

**AGREEMENT  
OF  
REGISTERED AGENT**

I, INGRID M. ELLIS , hereby am familiar with and accept the duties and responsibilities as  
"Registered Agent" for SINGING RIVER TOURS, INC .The address of the "Registered Agent"  
is:

INGRID M. ELLIS  
11938 HALE STREET  
DUNNELLON, FL 34431

  
INGRID M. ELLIS  
11938 HALE STREET  
DUNNELLON, FL 34431

STATE OF FLORIDA  
COUNTY OF MARION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JUL 30 AM 7:36

Subscribed and sworn to (or affirmed) before me this 22<sup>nd</sup> day of July, 2004.

  
NOTARY PUBLIC - FLORIDA AT LARGE  
My Commission Expires: 1/23/2006



Becky Jo Hoffman  
My Commission DD088207  
Expires January 23, 2006