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15812-400

# MACKEY LAW GROUP, P.A.

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Peter J. Mackey  
Board Certified in Business Litigation  
Also Admitted in New York

Catherine Z. Mackey

Robert A. Hoonhout  
Also Admitted in New Jersey

Matthew B. Taylor

Paul F. Grondahl

1402 Third Avenue West

Bradenton, FL 34205

Telephone: (941) 746-6225

Facsimile: (941) 748-6584

Reply To:  
Post Office Box 9528  
Bradenton, FL 34206-9528  
E-mail:  
mackeylaw.com

May 26, 2004

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Subject: Woodpeckers, Incorporated

Enclosed is an original and one (1) copy of the following documents, and a check in the amount of \$78.75 representing the filing fee and fee for a certified copy/certificate.

Please issue a letter of acknowledgement upon filing.

Once these have been filed, please return the certified copy to us as soon as conveniently possible.

Thank you for your time and attention to this matter.

FROM: Robert A. Hoonhout, Esquire  
Mackey Law Group, P.A.  
1402 Third Avenue West  
Bradenton, FL 34205  
(941) 746-6225

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

**Articles of Incorporation**  
**Of**  
**~~Woodpeckers, Incorporated~~**  
**Xtreme Kayaks and Water Sports, Inc.**

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**Article I**

The name of the corporation is ~~Woodpeckers, Incorporated.~~ **Xtreme Kayaks and Water Sports, Inc.**

**Article II**

The period of duration of the corporation is perpetual.

**Article III**

The corporation is organized to engage in a restaurant/food service/bar and associated uses and/or any other business permitted by Florida business statutes and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental or connected with said purposes that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**Article IV**

**Authorized Shares.** The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock \$.01 par value.

**No classes of stock.** The shares of the corporation are not to be divided into classes.

**No shares in series.** The corporation is not authorized to issue shares in series.

**Article V**

The initial street address in Florida of the initial registered office of the corporation is 1402 Third Avenue West, Bradenton, FL 34205, and the name of the initial registered agent at such address is Peter J. Mackey.

**Article VI**

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The initial board of directors shall consist of two (2) members, who need not be a resident of the State of Florida or shareholder of the corporation.

#### **Article VII**

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until a successor shall have been elected and qualified is:

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Adelia C. Kendrick	5809 Wildwood Avenue	Sarasota, FL 34231
Janet E. Peebles-Elms	6101 38 <sup>th</sup> Avenue West	Bradenton, FL 34209

#### **Article VIII**

The name and address of the initial incorporator is as follows:

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Janet E. Peebles-Elms	6101 38 <sup>th</sup> Avenue West	Bradenton, FL 34209

#### **Article IX**

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

#### **Article X**

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, upon the unanimous affirmative vote of all the shareholders.

#### **Article XI**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for (money, or any property or services) from time to time. The preemptive right of any shareholder shall be equal to the ratio that shareholder's issued shares of common stock held bears to the total number of shares of common stock then issued and outstanding.

#### **Article XII**


The address of the principal office of the corporation is 5809 Wildwood Avenue, Sarasota, FL 34231.

#### **Article XIII**

The shareholders shall not be personally liable for the debts of the corporation, and the

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

**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey Law Group, P.A., 1402 Third Avenue West, Bradenton, Florida, on this 26<sup>th</sup> day of May, 2004.

  
Janet E. Peebles-Elms - Incorporator

## Certificate of Designation of Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and his Florida office:

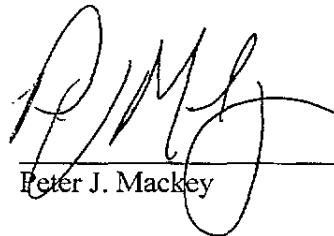
1. **The name of the corporation is:** ~~Woodpeckers, Incorporated~~  
Xtreme Kayaks and Water Sports, Inc.
2. **The name and address of the registered agent and office is:** \_\_\_\_\_

Name: Peter J. Mackey

Address: 1402 Third Avenue West, Bradenton, FL 34205

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. 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.

Dated: May 26, 2004

  
Peter J. Mackey

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