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A LEGAL PROFESSIONAL ASSOCIATION

## BUCKLEY KING

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September 10, 2004

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee FL 32399

RE: Sabasa Pass Grove II, Inc.

Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation for the above and a check in the amount of \$70.00 being filing fees.

Should you have any questions please do not hesitate to contact me at 216-685-4768.

Very truly yours,



Heather Walker  
Paralegal

HNW  
Encl.

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## TRANSMITTAL LETTER

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

**SUBJECT:** Sabasa Pass Grove II, 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      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status  
**ADDITIONAL COPY REQUIRED**

**FROM:** Heather Walker

Name (Printed or typed)

600 Superior Ave., E., Suite 1400

Address

Cleveland, Ohio, 44114

City, State & Zip

216-363-1400

Daytime Telephone number

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

**ARTICLES OF INCORPORATION****OF****SABASA PASS GROVE II, INC.**

The undersigned, desiring to form a corporation for profit under the Florida Statutes, does hereby certify.

**FIRST:** The name of the said corporation shall be Sabasa Pass Grove II, Inc.

**SECOND:** The place in the State of Florida where its principal office is to be located is C/O Peter A. Bergsten, Useppa Island Club, 8115 Main Street, Bokeelia, Florida, 33922.

**THIRD:** The purpose or purposes for which it is formed are to engage in any lawful act or activity for which corporations may be formed under Florida Statutes, including tree farming.

**FOURTH:** The corporation shall be authorized to issues Seven Hundred Fifty (750) shares of no par value common stock with voting rights and Five Hundred (500) shares of no par value common stock without voting rights; all of which, when issued, shall be deemed fully paid and non-assessable.

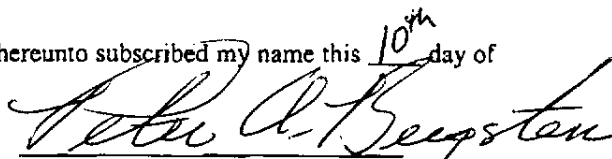
**FIFTH:** The corporation, by its directors, may purchase or redeem shares of any class of stock issued by it at such price and upon such terms as maybe agreed upon between the directors and the selling shareholder or shareholders.

**SIXTH:** A director of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a seller, purchaser or otherwise, nor shall any contract, or transaction be void or voidable with respect to the corporation for the reason that it is between the corporation and one or more of its directors or officers, or between the corporation and any other person in which one or more of its directors or any officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee thereof which authorizes such contract or transaction, if in any such case (a) the material facts as to his or their relationship or interests and as to the contract or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorize the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares

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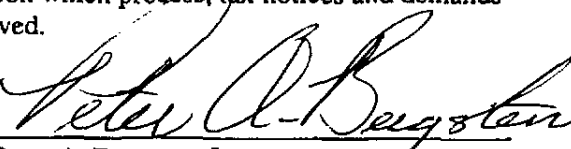
entitling them to exercise a majority of the voting power of the corporation held by persons not interested in the contract or transaction; or (c) the contract or transaction is fair as to the time it is authorized or approved by the directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or a committee thereof which authorizes the contract or transaction.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 10<sup>th</sup> day of September, 2004.

  
Peter A. Bergsten, Incorporator

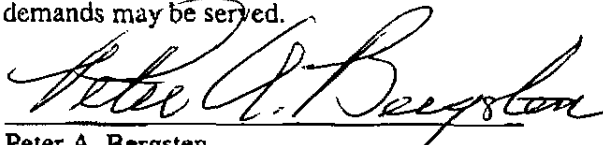
**ORIGINAL APPOINTMENT OF AGENT**

KNOW ALL MEN BY THESE PRESENTS: That Peter A. Bergsten, having an address of Useppa Island Club, 8115 Main Street, Bokeelia, Florida, 33922, is hereby appointed Statutory Agent and is the entity upon which process, tax notices and demands against Sabasa Pass Grove II, Inc. may be served.

  
Peter A. Bergsten, Incorporator

Sabasa Pass Grove II, Inc.

The undersigned hereby accepts the appointment as the Statutory Agent of your company upon who process, tax notices and demands may be served.

  
Peter A. Bergsten

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