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(Requestor's Name)

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PICK-UP

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MAIL

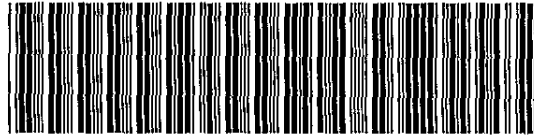
(Business Entity Name)

(Document Number)

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24 SEP 22 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
04 SEP 22 PM 12:10
OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

✓

CB 922

CAPITAL CONNECTION, INC.

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

BC Palms, Inc.

Signature _____

Requested by: _____

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 _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

BC PALMS, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST:

The name of the corporation is BC Palms, Inc.

SECOND:

The period of duration of the corporation is perpetual.

THIRD:

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH:

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

FIFTH:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

SIXTH:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

SEVENTH:

The street address of the principal office and initial registered office of this corporation is 620 McKenzie Avenue, Panama City, FL 32401, and the name of the initial registered agent of this corporation at that address is Bill R. Hutto.

EIGHTH:

This corporation shall have five directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one. The initial directors shall be Gary Wakstein, Wesley L. Burnham, Jr., Hubert Green, Bob Reich, and James Wallace Noll, Jr.

NINTH:

The corporation shall have four officers initially. The number and name of the officers may be changed from time to time by the bylaws, but shall never be less than one. The initial officers shall be Gary Wakstein - President, Wesley L. Burnham, Jr. - Vice President/Secretary, Hubert Green - Vice President, and Bob Reich - Treasurer.

TENTH:

The name and address of the person signing these articles is:

Bill R. Hutto, 620 McKenzie Avenue, Panama City, FL 32401.

ELEVENTH:

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

TWELFTH:

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

THIRTEENTH:

At each such election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

FOURTEENTH:

Special meetings of shareholders may be called by a majority of the outstanding shares.

FIFTEENTH:

Fifty-one percent (51%) of the shares entitled to vote,

represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote, fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

SIXTEENTH:

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the remaining directors, shall be the act of the Board of Directors.

SEVENTEENTH:

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

EIGHTEENTH:

The Directors of this corporation may take action by written consent, as provided by law.


NINETEENTH:

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

TWENTIETH:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 21st day of September, 2004.



Bill R. Hutto, Incorporator

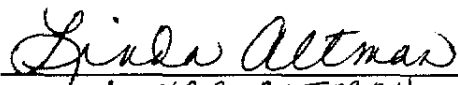
STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared Bill R. Hutto known to me to be the person who executed the foregoing, and acknowledged that he executed the same for the purposes therein expressed.

WITNESS MY hand and official seal this 21st day of September, 2004.

(S E A L)





LINDA ALTMAN
Sign and print Notary name
Personally known ☒
or Produced Identification _____
Type of ID _____

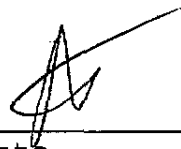
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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open.



Bill R. Hutto