

# PO4000172876

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400042975904

12/26/04 - 01044 001 \*\*70.00

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 DEC 28 AM 11:37

**CT CORPORATION**

December 28, 2004

Department of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 6269067 SO  
Customer Reference 1: 003367-000001  
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Deepwater Naples, Inc. (FL)  
Incorporation  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615

**ARTICLES OF INCORPORATION  
OF  
DEEPWATER NAPLES, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 DEC 28 AM 11:37

These Articles of Incorporation for Deepwater Naples, Inc. (the "Corporation") are for the purpose of effecting its incorporation in the State of Florida on the date these Articles are duly filed, hereinafter called the Effective Date, in accordance with Section 607.0202 of the Florida Statutes, as amended.

**ARTICLE I**

**Name**

The name of the Corporation is Deepwater Naples, Inc.

**ARTICLE II**

**Principal Place of Business and Mailing Address**

The principal place of business of the Corporation shall be at the following address:

5115 Cedar Spring Drive, Unit 103  
Naples, Florida 34110

The mailing address of the Corporation shall be at the following address:

5115 Cedar Spring Drive, Unit 103  
Naples, Florida 34110

**ARTICLE III**

**Purpose**

The Corporation shall be authorized to engage in any lawful business or businesses.

**ARTICLE IV**

**Capital Stock**

Section 1. Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, par value \$1.00 per share.

Section 2. Denial of Preemptive Rights. No holder of any shares of any class or series of stock or options, warrants or other rights to purchase shares of any class or series of stock or other securities of the Corporation shall have any preemptive right to acquire any additional unissued or treasury shares of the Corporation of any class now or hereafter authorized or held.

## ARTICLE V

### Directors

Section 1. Board of Directors. The number of directors shall from time to time be fixed by the Bylaws of the Corporation. The number of directors constituting the Board of Directors shall consist of no fewer than one (1) or no more than seven (7) who need not be residents of the State of Florida or shareholders of the Corporation

Section 2. Names and Addresses. The names and addresses of the person or persons who are serving as directors until the next annual meeting of the shareholders, or until their successors shall have been elected and qualify, are:

<u>Name</u>	<u>Address</u>
George P. MacDonough	47 Cherry Hills Drive Conroe, Texas 77304
Stephen P. MacDonough	479 Meadow View Dr. Powell, Ohio 43065

Section 3. Increase or Decrease of Directors. The number of directors may be increased or decreased from time to time by amendment to the Bylaws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a provision in the Bylaws fixing the number of directors, the number shall be two (2).

## ARTICLE VI

### Registered Office and Agent

Section 1. Registered Office. The address of the registered office of the Corporation is 5115 Cedar Spring Drive, Unit 103, Naples, Florida 34110.

Section 2. Registered Agent. The name of the registered agent of the Corporation, at such address, is Robert MacDonough.

## ARTICLE VII

### Incorporators

The names and addresses of the person or persons who are serving as Incorporators are:

<u>Name</u>	<u>Address</u>
George P. MacDonough	47 Cherry Hills Drive Conroe, Texas 77304

## ARTICLE VIII

### Initial Consideration for Issuance of Shares

The Corporation will not commence business until it has received for the issuance of its shares consideration of One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done or property received.

## ARTICLE IX

### Limitation of Director Liability

To the greatest extent permitted by law, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director except for liability for: (i) a breach of a director's duty of loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (iv) an act or omission for which the liability of a director is expressly provided for by statute; or (v) an act related to an unlawful stock repurchase or unlawful payment of a dividend.

## ARTICLE X

### Indemnification

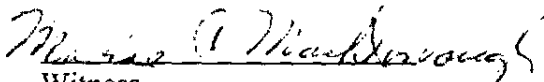
Section 1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that would lead to an action, suit or proceeding (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnatee"), whether the basis of the proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida Statutes, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that the amendment permits the Corporation to provide broader

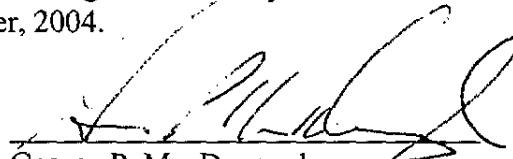
indemnification rights than permitted prior thereto), against all judgments, fines, penalties (including excise tax and similar taxes), settlements, and reasonable expenses actually incurred by the indemnitee in connection therewith. The right to indemnification conferred in this Article shall include the right to be paid by the Corporation the expenses incurred in defending any proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Florida Statutes requires, an advancement of expenses incurred by an indemnitee shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the indemnitee, to repay all amounts so advanced if it shall ultimately be determined that the indemnitee is not entitled to be indemnified for the expenses under this Article or otherwise.

Section 2. Insurance. The Corporation may purchase and maintain insurance, at its expense, on behalf of any indemnitee against any liability asserted against him and incurred by him in such a capacity or arising out of his status as a representative of the Corporation, whether or not the Corporation would have the power to indemnify the indemnitee against the expense, liability or loss under the Florida Statutes.

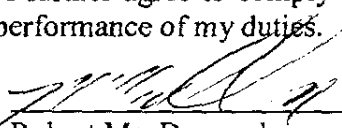
Section 3. Indemnity of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article or as otherwise permitted under the Florida Statutes with respect to the indemnification and advancement of expenses of the Corporation's directors and officers.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Incorporation on this 23<sup>rd</sup> day of December, 2004.

  
Witness

  
George P. MacDonough

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Robert MacDonough  
December 18, 2004

0498711.02

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 DEC 28 AM 11:37