

P05000000777

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

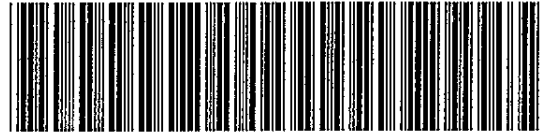
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Office Use Only



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12/17/04--01016--006 **70.00

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05 JAN -3 AM 7:48
CLERK OF STATE
TALLAHASSEE, FLORIDA

01-04-05
B

TRANSMITTAL LETTER

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

SUBJECT: GOLDEN CRUISES CORPORATION
(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: CYRILLO VERGARA
Name (Printed or typed)

60 PARNELL ST.
Address

MERRITT ISLAND, FL 32955
City, State & Zip

(321) 960-6837
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 17, 2004

CYRILLO VERGARA
60 PARNELL ST
MERRITT ISLAND, FL 32955

SUBJECT: GOLDEN CRUISES CORPORATION
Ref. Number: W04000046210

RECEIVED

05 JAN -3 AM 10:33

DEPARTMENT
DIVISION (C)
TALLAH

We have received your document for GOLDEN CRUISES CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

An effective date may be added to the Articles of Incorporation **if a 2005 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 404A00070405

Article of Incorporation for Golden Cruises Corporation

Article I

The name of the Corporation shall be "Golden Cruises Corporation", an "C" Corporation registered in Florida.

Article II

The principal place of business / mailing address is:

60 Parnell St.

Merritt Island, Florida 32953

Article III

The purpose for which the Corporation is organized is to provide temporary accommodations and recreation on a floating hotel outside of Florida State. Also to provide transportation to and from this hotel.

Article IV

The number of shares is five million (5,000,000) shares at initial per value of \$0.00001 (1/10000).

Article V

The initial officers and/ or Directors are:

Jose Cyrillo Vergara

60 Parnell St.

Merritt Island, FL 32953

(321) 960-6837

The Registered Agent is:

Jose Cyrillo Vergara

60 Parnell St.

Merritt Island, FL 32953

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TALLAHASSEE, FLORIDA

Article VI

The name and address of the Incorporator is:

Jose Cyrillo Vergara

60 Parnell St.

Merritt Island, FL 32953

(321) 960-6837

Article VII

Any provision of the Certificate of Incorporation, Bylaws, or the Rules of the Corporation that provides or purports to provide that the members of the Board of Directors and Shareholders shall not be liable to the Corporation or its monetary damages or any other damages applied in any instance in which such liability arises directly or indirectly as a result of a violation of Federal and/or State Laws.

Article VIII

The Board of Directors is hereby expressly authorized to issue, at any time and from time to time, shares of Preferred Stock in one or more series. The number of shares within any such series shall be designated by the Board of Directors in one or more resolutions and the shares of each series so designated shall have such preferences with respect to the Common Stock and other series of Preferred Stock, and such other rights, restrictions or limitations with respect to voting, dividends, conversion, exchange, redemption and any other matters, as may be set forth in one or more resolutions adopted by the Board of Directors. If and to the extent required by law, the Board of Directors must file Articles of Amendment setting forth any designation, preferences, rights, restrictions or limitations of other series of Preferred Stock with the Florida Secretary of State prior to issuance of any shares of such series.

Article IX

No shareholder shall sell his/hers/its shares without permission of the Corporation. The shares are personal and NOT transferable.

In case of the shareholder desire to sell his/hers/its share (s), the Corporation has the right (and ONLY right) to purchase them back for the amount stipulated during the quarter (as specified on Article XIII). The only exception is if all three (3) parties (Corporation, Shareholder and future buyer) are present during one of the regular Director's and shareholders meeting and the majority of the votes will approve the transfer.

In case of the approval, the shares HAVE to be returned to the Corporation and reissued to the new approved shareholder.

The Corporation reserves the right to refuse this new potential shareholder in case of the him/her/it conflict in any shape or form with the future or maintainability of the Golden Cruises Corporation (ex: Rival Corporation, shareholder with the intent to get majority of shares to control the Corporation, speculative stock broker, etc.).

Article X

Only shareholders with more than 20% or the combination of shareholders with more than 25% will be allowed to call a meeting of the board of Directors and/or the shareholders.

Article XI

The Corporation shall operate for the benefit of the transportation and entertainment community as a whole, carrying out its activities in conformity with relevant principles of national and international law and applicable international conventions and local law and, to the extent appropriate and consistent with these Articles and its Bylaws, through open and transparent processes that enable competition and open entry in entertainment and transportation related markets. To this effect, the Corporation shall cooperate as appropriate with relevant national and international organizations.

Article XII

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article XIII hereof.

Article XIII

The Corporation shall compensate reasonably all the personal involved with the design, production, administration, sales and all the areas responsive for the production and distribution of the items on Article III (salaries, commissions and hourly payment).

The Corporation shall share twenty (20%) percent of the quarterly net profit and distribute it proportionally to the share of the shareholders (dividends), this amount will be mailed as follows:

December dividends mailed February 15.

March dividends mailed May 15.

June dividends mailed August 15

September dividends mailed November 15.

The year starts on January 1st.

Every quarter the Corporation shall send to all shareholders copy of the financial statements of the quarter, also the value of the share. Case the shareholder decides to sell the shares he/she/it holds, the ONLY sale price will be the value of the share during that specific quarter.

During specific time, the Corporation can vote to NOT pay dividends in that specific quarter.

This ONLY can be accomplished in case the Corporation need the funds for specific future grow or to purchase some specific equipment (or similar) that exceed the cash reserves of the Corporation. On this case, ALL the shareholders have to vote in favor or against (present to the meeting or mail).

Article XIV

Majority of shares does not mean majority of votes, each individual shareholder (one person) with more than 10% (ten percent) in shares has one vote. Shareholders with less than 10% (ten percent) have no votes in any subject that will affect the future of the Corporation.

The exceptions are items specified by the board of directors to have a collective vote. These items will be previously voted by the board and decided to be open for public (all shareholders) discussion.

Article XV

These Articles may be amended by the affirmative vote of at least two-thirds of the directors of the Corporation. When the Corporation has members, any such amendment must be ratified by a two-thirds (2/3) majority of the members voting on any proposed amendment.

Article XVI

No article of this Corporation can be amended or removed if the amendment or removal will NOT benefitiate the Corporation or cause harm to the existence or grow of the Corporation.

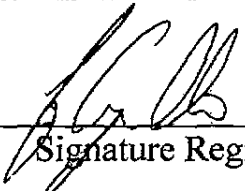
Article XVII

In the event upon the dissolution of the Corporation, the Corporation's assets shall be distributed for one or more of the exempt purposes set forth from the funds:

- 1st. All the salaries, commissions and hourly payments to workers.
- 2nd. All client deposits will be refunded.
- 3rd. Outside debits shall be paid from the oldest to the newest.
- 4th. Shareholders.
- 5th. All others.

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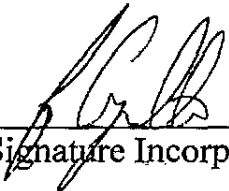
Having been named as registered agent to accept service of process for the above stated Corporation at the place designed in this certificate, I am familiar with and accept the appointment as the registered agent and agree to act in this capacity.



Signature Registered Agent

12-30-04

Date




Signature Incorporator

12-30-04

Date

Letter of Acceptance.

I, Cyrillo Vergara, located at 60 Parnell St., Merritt Island, Florida 32953,
hereby am familiar with and accept the duties and responsibilities of
Registered Agent of Golden Cruises Corporation.



Cyrillo Vergara

12-30-04
Date