

P05000004381

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

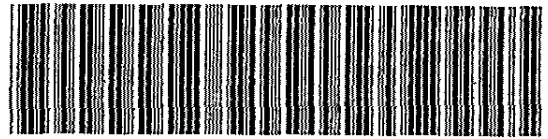
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100043790941

01/10/05--01003--018 \*\*87.50

FILED

2005 JAN -7 P 12:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DEBORAH M. SCHMITT, P.A.,**  
Attorney At Law

P.O. Box 23056  
Tampa, Florida 33623

Phone: (813) 926-2739  
Fax: (813) 792-8764

January 6, 2005

Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Filing Articles of Incorporation for Blue Heron Vacations, Inc.

Dear Registration Section, Division of Corporations:

Please find enclosed a check for \$87.50 for the Incorporation of **Blue Heron Vacations, Inc. (a Florida For Profit Corporation)** which is payment for the filing fee of this proposed corporation and company name as well as for a Certificate of Status. Also enclosed is an original and one (1) copy of the articles of incorporation for this corporation.

If you have any questions, please contact me at the number above. I remain,

Very Truly Yours,

**DEBORAH M. SCHMITT, P.A.,**

A handwritten signature in black ink, appearing to read 'Deborah M. Schmitt', with a long horizontal line extending from the end of the signature.

Deborah M. Schmitt

Enclosure

**ARTICLES OF INCORPORATION  
OF  
BLUE HERON VACATIONS, INC.**

In compliance with the requirements of Florida Statutes § 607, et. seq., the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

1.01 The name of the Florida For Profit Corporation ("Corporation") is Blue Heron Vacations, Inc.

**ARTICLE II**

2.01 The existence of the Corporation shall begin on January 10, 2005

**ARTICLE III**

3.01 The street address of the principal office of the Corporation is:

BLUE HERON VACATIONS, INC.  
18700 Gulf Blvd, Unit 8  
Indian Shores, Florida 33785

**ARTICLE IV**

4.01 **Number and Type of Shares.** The maximum number of shares this Corporation is authorized to issue is 10,000, par value \$1.00 per share, all of which shall be Common Shares. The corporation is currently issuing 10,000 available shares, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holder of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

4.02 **Issuance and Consideration for Shares.** Shares may be sold or issued by the Corporation for such an amount of consideration as may be fixed from time to time by the Board of Directors. The consideration received therefor shall constitute stated capital, unless the Board of Directors of the Corporation shall within sixty (60) days after the issuance of any shares, allocate to capital surplus any portion of the consideration received for the issuance of such shares.

4.03 **Dividends.** Dividends may be declared and paid upon outstanding shares, out of unrestricted and unreserved earned surplus or capital surplus of the Corporation; provided, that the depletion of property of the Corporation having a limited life, such as a lease for a term of years need not be deducted in the computation of earned surplus available for dividends.

FILED  
2005 JAN -7 P 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4.04 **Preemptive Rights.** The holders of shares of the Corporation shall have no preemptive rights.

## **ARTICLE V**

The purpose for which the Corporation is formed is:

5.01 **To Conduct Business And Engage in Commerce** To engage in and conduct any lawful business, service, and commercial undertaking within and without the State of Florida which a corporation may carry on under the laws of the State of Florida, and to engage simultaneously in the conduct of two (2) or more such businesses, whether related or unrelated, and to engage in and conduct any business or activity incident, necessary, advisable or advantageous to any such activity.

5.02 **To deal in Real Property** To acquire (by purchase, exchange, lease or otherwise), invest in, hold, own, improve, manage, operate, partner, lease as lessee, let as lessor, sell, convey or mortgage, act as broker or agent in respect to, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest herein; to improve real estate and promote the development, lease and sale thereof; to construct buildings and improvements of all kinds.

5.03 **To deal in Personal Property:** To acquire (by purchase, exchange, lease, hire or otherwise), invest in, hold, mortgage, pledge, partner, hypothecate, exchange, sell, deal in and dispose of, act as broker or agent in respect to, alone or in syndicate or otherwise in conjunction with others, commodities and other personal property, equipment, machinery, of every kind, character and description whatsoever and wheresoever situated in any interest therein.

5.04 **To Make Contracts and Raise Funds:** To enter into, make, perform and carry out or cancel and rescind contracts for any lawful purposes pertaining to its business, to borrow or raise monies for any of the purposes of the corporation and, from time to time, without limits as to amounts, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, bonds, debentures and other negotiable or non-negotiable instruments and evidences or indebtedness, and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole, or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its company purposes.

5.05 **To Enter Profit Sharing Arrangements:** To enter into any lawful arrangement for sharing profits, division of interest, reciprocal association, general or limited partnership, joint venture or cooperative association with any one or more corporations, associations, partnerships, individuals or other legal entities.

5.06 **Permits and concessions.** To acquire (by grant, purchase, lease, license or otherwise), hold, own, use, develop, operate under, lease, mortgage, pledge, sell, dispose of or

otherwise deal in and with permits, concessions, grants, franchises, licenses, rights and privileges of every kind and nature to the extent permitted by law.

5.07 **Patents and Similar Rights:** To acquire (by application, purchase, exchange, lease, or otherwise) hold, own, use, develop, operate under, lease, mortgage, pledge, sell, convey, exchange, and grant licenses in respect of or otherwise deal in and with letters patent of the United States of America or any foreign country, patent rights, privileges, inventions, discoveries, improvements, processes, formulate, copyrights, trademarks and trade names.

5.08 **To Act as Agent.** To act in any state in which the corporation is qualified to do business, as agent or representative for any individual, association, corporation, or legal entity.

5.09 **To deal in good will.** To acquire (by purchase, exchange, lease, hire or otherwise), all, or any part of the good will, rights, property, and business of any person, entity, partnership, association or corporation; to pay for the same in cash, stocks, or obligations of the corporation or otherwise, to assume in connection therewith any liabilities of any such person, entity, partnership, association, or corporation; and to hold, use, develop, operate and in any manner dispose of the whole, or in any part, of the business of good will thus acquired.

5.10 **To execute Guarantees.** To make any guaranty respecting indebtedness, interest, contracts or other obligations of others.

5.11 **To deal in Securities.** To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other individuals, or domestic or foreign corporations, associations or partnerships, for whatever purpose or purposes formed or operating or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or any instrumentality thereof.

5.12 **To Deal in its Own Shares.** To purchase, take, receive or otherwise acquire, hold, own, use, pledge, sell, transfer or otherwise dispose of (but not to vote) its own shares to the extent permitted by the Law; to acquire its own shares to the extent of unreserved and unrestricted earned and/or capital surplus available therefor.

5.13 **Stated Capital, Consideration for Shares.** To determine the amount of stated capital and increase or reduce stated capital, and to determine the consideration to be received for shares issued from time to time.

5.14 **To Establish Retirement, Stock Option and Other Incentive Plans.** To pay pensions and establish pension plans, pension trusts, profit-sharing and retirement plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

5.15 **General Clause:** To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth in any state, territory, district or possession of the United States of America, or in any foreign country, to the extent that such purposes and powers are not forbidden by the Law or by the laws of such state, territory, district or possession of the United States of America, or by such foreign country.

5.16 **Construction and Limiting Clause:** The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from the terms of any other section, each of such sections being regarded as creating independent powers and purposes. The enumeration of specific powers and purposes in any of such sections shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of such sections, or the scope of the general powers of the corporation created hereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of the like nature. The corporation shall not, however, carry on in any state, territory, district or possession of the United States of America or in any foreign country any business or exercise of any power, which a corporation organized under the laws thereof could not carry on or exercise, or which would be in violation of any law or applicable governmental regulation.

## **ARTICLE VI**

6.01 The initial street address of the Corporation's registered office is Deborah M. Schmitt, P.A., 2701 W. Busch Blvd., Suite 115, Tampa, Florida 33618. The initial registered agent for the Corporation at that address is Deborah M. Schmitt, Esq.

## **ARTICLE VII**

7.01 The initial Board of Directors shall consist of one (1) Member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial Board of Directors are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Christine M. Mrugala, President/Secretary/Treasurer	18700 Gulf Blvd., Unit 8 Indian Shores, Florida 33785

7.02 The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number. In the absence of a By-Law fixing the number of directors, the number shall be one (1).

7.03 The Directors need not be shareholders of the Corporation.

### ARTICLE VIII

8.01 The names and street addresses of the persons signing these articles of incorporation are:

#### NAME

#### ADDRESS

Deborah M. Schmitt, Esq.,

Deborah M. Schmitt, P.A.  
2701 W. Busch Blvd, Suite 115  
Tampa, FL 33618  
Phone: (813) 926-2739  
Fax: (813) 792-8764


### ARTICLE IX

9.01 Amendment of Articles of Incorporation. The Corporation reserves the right to alter, amend or repeal any provisions contained in this Article of Incorporation in the manner now or hereafter prescribed by the provisions of the Law or any other pertinent enactment of the Florida Legislature; and all rights and powers conferred hereby on shareholders, directors and officers of the Corporation are subject to such reserved right.

### ARTICLE X

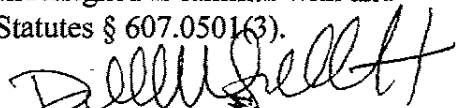
The Corporation shall indemnify its Directors, Officers and Employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on January 6, 2005.

  
Name: DEBORAH M. SCHMITT, ESQ

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BLUE HERON VACATIONS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statutes § 607.0501(3).

  
Name: Deborah M. Schmitt Esq

Date: 1/6/05

FILED  
5 JAN - 7 P 12  
CLERK OF STATE  
TALLAHASSEE, FLORIDA