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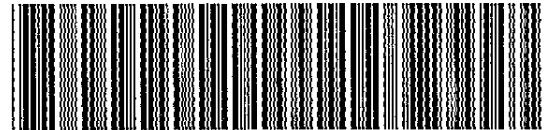
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TRANSMITTAL LETTER

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

SUBJECT: WORLD RESORTS INCORPORATED
(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: Brian G. Gosline, P.C.
Name (Printed or typed)

601 West Main, Suite 812

Address

Spokane, WA 99201

City, State & Zip

509-747-2002

Daytime Telephone number

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

BRIAN G. GOSLINE, P.C.
A WASHINGTON PROFESSIONAL SERVICE CORPORATION
ATTORNEY AND COUNSELOR AT LAW

SUITE 812, WASHINGTON MUTUAL BLDG.
601 WEST MAIN AVENUE
SPOKANE, WASHINGTON 99201
LANDOFGOZ@EARTHLINK.NET

(509) 747-2002
FAX(509) 623-2500

BRIAN G. GOSLINE

May 2, 2005

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

Re: World Resorts Incorporated

Dear Secretary of State:

Enclosed is an original Transmittal and an original and one (1) copy of the articles of incorporation and a check in the amount of \$78.75 for filing fees.

Upon receipt, please file **as soon as possible** and forward a conformed copy to the undersigned.

Should you have any questions, please don't hesitate to contact our office.

Very Truly Yours,



BRIAN G. GOSLINE

/s/
Enclosures

Pc: World Resorts Incorporated

ARTICLES OF INCORPORATION
OF
WORLD RESORTS INCORPORATED

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2005 MAY 19 P 4:39
CLERK OF DISTRICT COURT
JANUARY 1998

The undersigned, BARRY D. THOMSON, for the purpose of forming a corporation pursuant to Chapter 607 Florida Statutes, hereby certify and adopt the following Articles of Incorporation:

Article I

NAME

The name of the corporation shall be "World Resorts Incorporated", and its existence shall be perpetual.

Article II

BUSINESS ADDRESS

The principal place of business and mailing address of the corporation shall be 1861 Geronimo Drive, Winter Park, Florida, 32789.

Article III

SHARES

The total authorized number of shares of this Corporation is fifty thousand (50,000) shares, with no par value.

NO PREEMPTIVE RIGHTS

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

NO CUMULATIVE VOTING RIGHTS

Shareholders of this Corporation shall not have cumulative voting rights.

Article IV
OFFICERS AND DIRECTORS

The name and address of the Officers and Directors are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Barry D. Thomson	President, Vice President	1861 Geronimo Drive
	Secretary, Treasurer, Director	Winter Park, FL 32789

1. Number. The number of Directors of this Corporation and the manner in which such directors are to be elected shall be as set forth in the Bylaws.

2. Limitation on Liability. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except for:

(a) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;

(b) Conduct violating applicable Florida Law (which involves certain distributions by the Corporation); or

(c) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Florida Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

Article V
REGISTERED AGENT

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

<u>Registered Agent</u>	<u>Registered Office Street and Mailing Address</u>
Barry D. Thomson	1861 Geronimo Drive Winter Park, FL 32789

Article VI
INDEMNIFICATION

The Corporation shall provide any indemnification required by the Florida Business Corporation Act and shall indemnify directors, officers, agents, and employees as follows:

1. The Corporation shall indemnify its officers and directors to the full extent required or permitted by the Florida Business Corporation Act now or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity; provided no such indemnity shall indemnify any director from or on account of any

(a) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;

(b) Conduct violating applicable Florida Law (which involves certain distributions by the Corporation); or

(c) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

2. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including, but not limited to, implementing the manner in which determinations as to any indemnity or

advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

3. The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

4. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.

5. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

Article VII

INCORPORATOR

IN WITNESS WHEREOF, the incorporator hereunto sets their hand this _____
day of MAY 13, 2005.



BARRY D. THOMSON
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Glenda E. Hood
Secretary of State
Florida Department of State
R. A. Gray Building
500 S. Bronough
Tallahassee, FL 32399-0250

I, BARRY D. THOMSON, do hereby consent to serve as registered agent in the State of Florida for the following corporation: "World Resorts Incorporated"

I understand that, as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Corporation for which I am agent.

DATED this 13 day of May, 2005.


BARRY D. THOMSON

Address of Registered Agent:

1861 Geronimo Drive
Winter Park, FL 32789

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA