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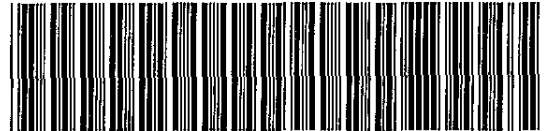
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Runaway Beach Club
Management, Inc.

☒ 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 _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

05 JUL -5 PM 3:17
SECRETARY OF
DIVISION OF
CORPORATE
REGISTRATION

**ARTICLES OF INCORPORATION
OF
RUNAWAY BEACH CLUB MANAGEMENT, INC.
a Florida Corporation**

The undersigned, acting as Incorporator of RUNAWAY BEACH CLUB MANAGEMENT, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Runaway Beach Club Management, Inc., and the street address of the initial principal office of the Corporation is 3000 Bonfire Beach Drive, Kissimmee, Florida 34746.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of \$.01 par value Common Stock.

PREPARED BY: Jonathan J. Lichtman, Esquire
Jonathan J. Lichtman, P.A.
120 East Palmetto Park Road, Suite 100
Boca Raton, FL 33432
(561) 869-3600
Florida Bar No. 717053

05 JUL -5 PM 3:27
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 120 East Palmetto Park Road, Suite 100, Boca Raton, Florida 33432, and the name of the initial Registered Agent of the Corporation at that address is Jonathan J. Lichtman, P.A.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have four (4) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are as follows:

William E. Morris
C/o Southcoast Partners, Inc.
99 SE Mizner Boulevard

Mathew Morris
121 12th Street
Manhattan Beach, CA 90266

Joshua Fein
837 5th Street
Manhattan Beach, CA 90266

James Furlan
743 Marine
Manhattan Beach, CA 90266

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Jonathan J. Lichtman, Esquire, Jonathan J. Lichtman, P.A., 120 East Palmetto Park Road, Suite 100, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of July, 2005.



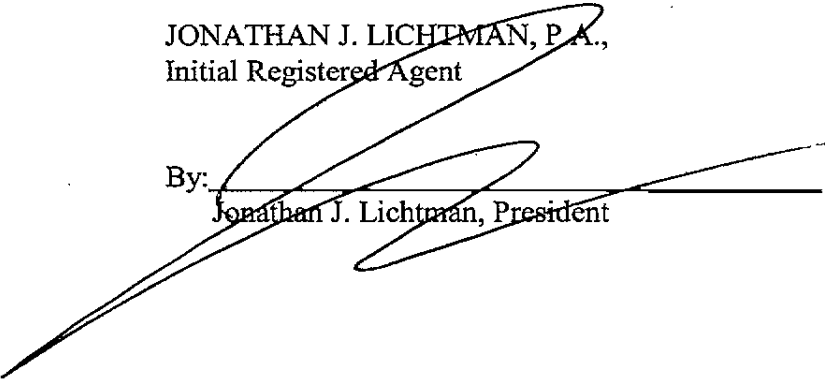
JONATHAN J. LICHTMAN, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Runaway Beach Club Management, Inc. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

JONATHAN J. LICHTMAN, P.A.,
Initial Registered Agent

Dated: July 1, 2005

By: 
Jonathan J. Lichtman, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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