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(Requestor's Name)

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(Business Entity Name)

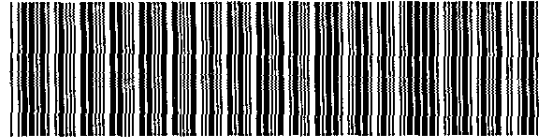
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/29/05--01023--005 \*\*70.00

## COVER LETTER

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

SUBJECT: BAY WEST REALTY AND DEVELOPMENT, INC.  
(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: Jacalyn N. Kolk, P.A.

Name (Printed or typed)

P.O. Box 59462

Address

Panama City, FL 32412

City, State & Zip

(850) 785-0535

Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
BAY WEST REALTY AND DEVELOPMENT, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

NAME

The name of this corporation shall be:

**BAY WEST REALTY AND DEVELOPMENT, INC.**

**ARTICLE II**

Existence of Corporation

This corporation shall begin existence on 1-1-06 and have perpetual existence.

**ARTICLE III**

Purposes

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the law of the State of Florida.

## ARTICLE IV

### General Powers

The corporation shall have the power:

- (a) To have a corporate seal, which may be altered at will, and to use it or a facsimile of it, or by impressing or affixing it or in any other manner reproducing it;
- (b) To purchase, receive, or lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange or otherwise dispose of all or any part of its property;
- (d) To lend money to, and use its credit to, assist its officers and employees in accordance with the Florida Statutes;
- (e) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;
- (f) To make contracts, guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or

indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(g) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(h) To conduct its business, locate offices, and exercise the powers granted by this act within or without the state;

(i) To elect directors and appoint officers, employees and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(j) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(l) To transact any lawful business that will aid governmental policy;

(m) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(n) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(o) To provide insurance for its benefit on the life of any of its directors, officers, or

employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

## **ARTICLE V**

### **Capital Stock**

(a) The total number of shares of Capital Stock authorized to be issued by the corporation shall be 100 shares. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting to the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## **ARTICLE VI**

### **Preemptive Rights**

The Stockholders of the Corporation shall have the preemptive rights to subscribe for and purchase their proportionate share of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholder of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these

No Shareholder shall pledge or encumber shares without the written consent of each other Shareholder.

Registered Office and Registered Agent

## ARTICLE VIII

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

<u>Name</u>	<u>Address</u>
Alan T. Robertson	4116 Hwy 231 N. Panama City, FL 324

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TALLAHASSEE, FLORIDA

## ARTICLE IX

### Incorporator

The name and address of the initial incorporator is:


Alan Robertson  
4116 Highway 231 North  
Panama City, Florida 32404

## ARTICLE X

### Amendment to Articles of Incorporation

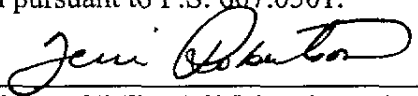
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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

  
\_\_\_\_\_  
ALAN ROBERTSON, Incorporator  
4116 Highway 231 North  
Panama City, Florida 32404

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BAY WEST REALTY AND DEVELOPMENT, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

  
\_\_\_\_\_  
TERRI ROBERTSON, Registered Agent  
4116 Highway 231 North  
Panama City, Florida 32404

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared **TERRI ROBERTSON** to me personally known or who has produced \_\_\_\_\_ as identification and known to be the person described in and who signed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal this 5<sup>th</sup> day of Dec, 2005.

Jacalyn N. Kolk

NOTARY PUBLIC

Printed:



Jacalyn N. Kolk  
MY COMMISSION # DD107336 EXPIRES  
May 4, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.

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TALLAHASSEE, FLORIDA