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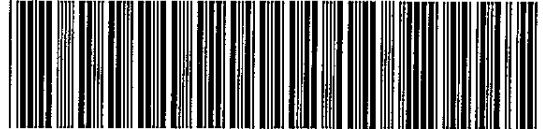
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 JAN 31 10:53 AM

**POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.**

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January 24, 2006

Florida Department of State  
CORPORATIONS DIVISION  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Frangista at Seagrove Beach, Inc.

**TO WHOM IT MAY CONCERN:**

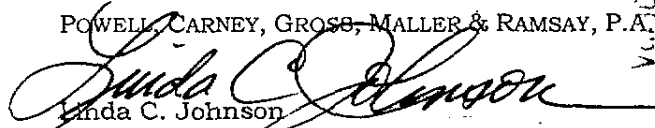
Enclosed are duplicate original Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover filing fees in the amount of \$35.00, cost for a certified copy in the amount of \$8.75 and cost for designation of registered agent in the amount of \$35.00.

If the Articles of Incorporation are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.

  
Linda C. Johnson  
Corporate Administrator

/s/

Enclosures: a/s  
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**FRANGISTA AT SEAGROVE BEACH, INC.**

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the *Florida Statutes*, hereinafter referred to as the Corporation, hereby agree to the following:

**ARTICLE I**  
***Name and Address***

The name of the Corporation shall be **FRANGISTA AT SEAGROVE BEACH, INC.** and its mailing address is 1890 Scenic Gulf Drive, Miramar Beach, Florida 32550.

**ARTICLE II**  
***Purpose and Powers***

*Section 1.* The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

*Section 2.* The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III**  
***Term of Existence***

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE VI**  
***Capital Stock***

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V**  
***Board of Directors***

*Section 1.* The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

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TALLAHASSEE, FLORIDA

*Section 2.* The initial Board of Directors of the Corporation shall consist of Directors, whose names and addresses are as follows:

Name	Address
William N. Wilson	1890 Scenic Gulf Drive Miramar Beach, FL 32550
Mary Bess Wilson	1890 Scenic Gulf Drive Miramar Beach, FL 32550

*Section 3.* The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

*Section 4.* Directors shall be elected and hold office as provided in the Bylaws.

#### **ARTICLE VI** **Bylaws**

*Section 1.* The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

*Section 2.* The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

*Section 3.* Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

#### **ARTICLE VII** **Amendments**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

#### **ARTICLE VIII** **Registered Office and Agent**

*Section 1.* The street address of the initial registered office of the Corporation shall be 1890 Scenic Gulf Drive, Miramar Beach, Florida 32550.

*Section 2.* The name of the initial registered agent of the Corporation located at said address shall be WILLIAM N. WILSON.

#### **ARTICLE IX** **Incorporator**

The name and address of the incorporator is:

Name

Address

William N. Wilson

1890 Scenic Gulf Drive  
Miramar Beach, FL 32550

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws  
of the State of Florida, the undersigned executed these Articles of Incorporation on this  
17<sup>th</sup> day of January, 2006.

William N. Wilson

William N. Wilson

STATE OF FLORIDA )  
COUNTY OF WALTON )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of  
January, 2006 by **WILLIAM N. WILSON**, who ☒ is personally known to me, or ☐ produced a valid  
Florida driver's license or ☐ \_\_\_\_\_ as identification.

My Commission Expires: 11/08/2008

Sonja Lamb  
Notary Public

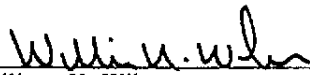
(SEAL)



Sonja Lamb  
My Commission DD355603  
Expires November 08, 2008

**ACCEPTANCE**

I hereby agree to act as initial Registered Agent for **FRANGISTA AT SEAGROVE BEACH, INC.**, a Florida corporation, as stated in these Articles of Incorporation.

  
\_\_\_\_\_  
William N. Wilson

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