

P080000002078

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000004613 3)))



H080000046133ABOV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JAN -7 P 2:03

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

Team Orlando Diving Association, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

80-8-1
200

FILED

2008 JAN -7 P 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TEAM ORLANDO DIVING ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (the "FBCA"), adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Team Orlando Diving Association, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is 8422 International Drive, Orlando, Florida 32819.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is one thousand one hundred (1,100) shares consisting of (i) one thousand (1,000) shares of common stock, par value \$0.001 per share (the "Common Stock"), and (ii) one hundred (100) shares of preferred stock, par value \$0.001 per share (the "Preferred Stock"). Series of Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights and cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations, or restrictions thereon, as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 6102 Greatwater Drive, Windermere, Florida 34786. The name of the Corporation's registered agent at that office is C. Deryl Couch.

**ARTICLE V
LIMITATION OF LIABILITY**

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any

FL 106870544v1

other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article V shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VI **INDEMNIFICATION**

The Corporation shall indemnify the incorporator and any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of the incorporator or any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

These Articles of Incorporation shall be effective as of January 1, 2008.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on January 7, 2008.



C. Deryl Couch, Sole Incorporator

Address: 6102 Greatwater Drive
Windermere, Florida 34786

FILED

2008 JAN -7 P:2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0202 and 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Team Orlando Diving Association, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with, and accepts, the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 7th day of January, 2008.

By: _____

C. Deryl Couch