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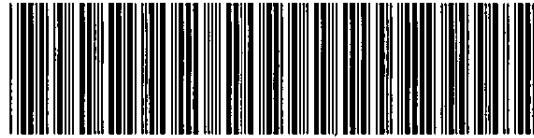
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08 APR 14 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4114

COVER LETTER

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

SUBJECT: FLATS ACTION CHARTERS 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 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: VERONICA B. CARRIVEAU
Name (Printed or typed)

16293 CAPE HORN BLVD.
Address

PUNTA GORDA, FL 33955
City, State & Zip

941-637-1004
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
Flats Action Charters Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: **Flats Action Charters Inc.**

ARTICLE II

The principal office of the corporation is 2710 SW 27th Place, Cape Coral, Florida 33914. The mailing address of the corporation is 16293 Cape Horn Blvd, Punta Gorda, Florida 33955.

ARTICLE III

The purpose for which this corporation is organized is for any and all lawful business.

ARTICLE IV

The aggregate number of shares which the corporation has authority to issue is One Thousand and No\100 (1,000), all of which shares are of the same class and are designated "Common Shares"; the par value of each such share is one dollar (\$1.00).

ARTICLE V

The street address of the corporation's initial registered office in the State of Florida is 16293 Cape Horn Blvd, Punta Gorda, Florida 33955, and the name of its initial registered agent at such address is Veronica B. Carriveau.

ARTICLE VI

The name and street address of the incorporator is:

Veronica B. Carriveau, 16293 Cape Horn Blvd, Punta Gorda, FL 33955

ARTICLE VII

The number of officer(s) and/or director(s) to comprise the initial Board of Directors shall be three (3). Thereafter the number of directors shall be fixed by, or in the manner provided in the bylaws of the corporation.

ARTICLE VIII

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IX

The duration of the corporation is perpetual.

ARTICLE X

The Corporation elects to have preemptive rights.

ARTICLE XI

1. **Indemnification.** The corporation, except as provided in Section 2, shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding, including without limitation any action by or in the right of the corporation, by reason of the fact that he was or is a director or officer of the corporation or is or was a director or officer of the corporation who is or was serving at the request of the corporation as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise; against liability actually and reasonably incurred by him, unless, in connection with such action, suit or proceeding, a judgment or other final adjudication establishes that his conduct was material to the cause of action and was: (a) a violation of the criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct unlawful; (b) a transaction from which the director or officer derived an improper personal benefit; (c) in the case of a director, a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending any proceeding in advance of the final disposition of such proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Section 1. Such right shall survive any amendment or repeal of this Section 1 with respect to expenses

incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. The corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers.

2. Action to Enforce Claims. If a claim under Section 1 of this Article is not paid in full by the corporation within 30 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

3. Indemnification Provided in this Article Not Exclusive. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification and advancement of expenses may be entitled under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to any person who has ceased to be a director or officer (or employee or agent, if applicable) of the corporation and shall inure to the benefit of the heirs, legal representatives, executors, administrators and assigns of such person.

4. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

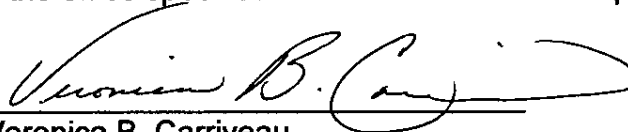
5. Savings Clause. In the event that any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, the corporation shall indemnify any person who is or was a director or officer of the corporation, or who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise, to the fullest extent permitted under Florida law, as from time to time in effect.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of April, 2008.


Veronica B. Carriveau, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I, Veronica B. Carriveau, being familiar with the obligations of the position, hereby accept my appointment as registered agent and the obligations thereof for the corporation named above at the office specified in these Articles of Incorporation.


Veronica B. Carriveau

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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