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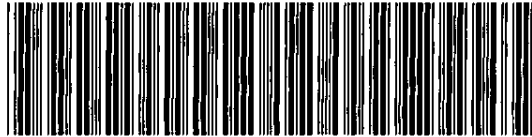
(Business Entity Name)

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FILED  
2009 JAN 14 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JAN 23 2009

## COVER LETTER

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

SUBJECT: Offshore West, 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: Cris John Wenthur of Wenthur Law Group, LLP  
Name (Printed or typed)

4121 Napier Street  
Address

San Diego, CA 92110  
City, State & Zip

619-398-9050 Ext 201  
Daytime Telephone number

**FILED**  
2009 JAN 14 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**Articles of Incorporation  
of  
Offshore West, Inc.**

In compliance with Chapter 607, F.S. (Profit)

**FILED**  
2009 JAN 14 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I. Company Name.** The name of this Corporation shall be Offshore West, Inc., (the "Corporation").

**Article II. Principal Place of Business.** The principal street address of the Corporation in the State of Florida is 850 N.E. Third Street, Ste 211, Dania Beach, FL 33004.

**Article III. Purpose.** The purpose of the Corporation is to engage in any lawful act or activity for which a Corporation may now or hereafter be organized under the Business Organizations Law of the State of Florida as set forth in Title 36 Chapter 607.0301 of the Florida Statutes ("F.S.").

**Article IV. Shares.**

A. **Authorized Shares.** The total number of shares that the Corporation is authorized to issue is **ten thousand (10,000)** shares of Common Stock.

B. **Classes of Stock.** The Corporation shall only have one (1) class of stock, namely Common Stock.

C. **Terms of Common Stock.** A description of the classes of shares and a statement of the number of shares in each class and the relative rights, voting power, and preferences granted to them and restrictions imposed upon the shares of each class are as follows:

1. The Common Stock shall have a stated par value of **\$0.01** per share.
2. Each share of Common Stock shall have, for all purposes, one (1) vote per share.
3. The holders of Common Stock issued and outstanding have and possess the right to receive notice of Shareholders' meetings and to vote upon the election of Directors or upon any other matter as to which approval of the outstanding shares of Common Stock or approval of the common Shareholders is required or requested.
4. Shareholders have the right to cumulate their votes for the election of Directors.

**Article V. Initial Officers and Directors.**

A. **Director(s).**

1. The members of the governing Board of the Corporation shall be styled "Directors."
2. The number of Directors comprising the Board of Directors shall be **one (1)** in number and may, at any time or times be increased by a duly adopted amendment to these Articles of Incorporation in accordance with Florida law.
3. The name and address of each Director constituting the first Board of Directors is as follows:

**John R. Olson**  
435 Canal  
Newport Beach, CA 92663

4. **Election of Directors.** Elections of Directors at an annual or special meeting of Shareholders need not be by written ballot unless the Bylaws of the Corporation shall otherwise provide.
5. **Bylaws.** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, repeal, alter, amend or rescind the Bylaws of the Corporation.

**B. Officers.**

1. The Officers of the Corporation shall be chosen in such a manner and shall hold their offices for such terms and shall carry out such duties as are determined solely by the Board of Directors, subject to the right of the Board of Directors to remove any Officer or Officers at any time with or without cause.
2. The name and address of the initial Officers of this Corporation shall be as follows:

<u>Position</u>	<u>Name and Address</u>
President:	John R. Olson 435 Canal Newport Beach, CA 92663
Secretary:	John R. Olson 435 Canal Newport Beach, CA 92663
Treasurer:	John R. Olson 435 Canal Newport Beach, CA 92663

**Article VI. Registered Agent.** The registered agent of the Corporation shall be **Pacific Registered Agents, Inc.** whose address is **5647 110<sup>th</sup> Ave. North, Royal Palm Beach, FL 33411.**

**Article VII. Incorporator.** The name and mailing address for the Incorporator of the Corporation is as follows:

**Cris John Wenthur  
4121 Napier Street  
San Diego, CA 92110**

**Article VIII. Indemnification of Officers and Directors.**

- A. The Corporation shall indemnify to the fullest extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made, a defendant or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he/she, his/her testator or intestate, is or was a Director or Officer of the Corporation, is or was serving any other Corporation, partnership, joint venture, trust, employee benefit plan or enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than Directors and Officers may be entitled by law. No amendment or repeal of this **Article VIII** shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

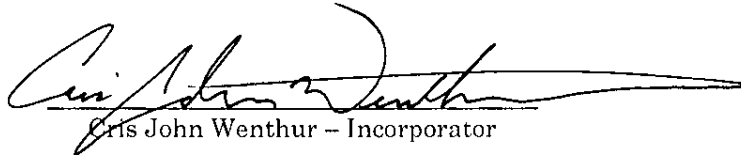
- B. No Director of the Corporation shall be personally liable to the Corporation or its Shareholders for monetary damages for any breach of fiduciary duty by such a Director as a Director. Notwithstanding the foregoing sentence, a Director shall be liable to the extent provided by Chapter 607.0831 of the F.S. if:
1. The director breached or failed to perform his or her duties as a director; and
  2. The director's breach of, or failure to perform, those duties constitutes:
    - a. A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
    - b. A transaction from which the director derived an improper personal benefit, either directly or indirectly;
    - c. A circumstance under which the liability provisions of **Chapter 607.0834** are applicable;
    - d. In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or
    - e. In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.
- C. No amendment to repeal of this **Article VIII** shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.
- D. In furtherance and not in limitation of the powers conferred by statute:
1. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of law; and
  2. The Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the fullest extent authorized or permitted by law and including as par thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

Article IX. **Amendments to Articles of Incorporation.** The Corporation reserves the right to repeal, alter, amend, or rescind any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Florida statute, and all rights conferred on Shareholders herein are granted subject to this reservation.

Article X. **Shareholder Meetings.**

- A. Special meetings of the Shareholders for any purpose or purposes may be called at any time by the Board of Directors, the Chairman of the Board, the Chief Executive Officer or the President of the Corporation.
- B. Any action required or permitted to be taken at any annual or special meeting of Shareholders may be taken only upon the vote of the Shareholders at an annual or special meeting duly noticed and called, as provided in the Bylaws of the Corporation, or may be taken by written consent of the Shareholders pursuant to Title 36 of the F.S., Chapter 607.0820.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of January 2009.

  
Cris John Wenthur – Incorporator

## CONSENT TO SERVE AS FLORIDA REGISTERED AGENT

I, Charles F. Mathias, President of Pacific Registered Agents, Inc., consent to serve as Registered Agent in the State of Florida for **Offshore West, Inc.** I understand it will be our responsibility to accept service of process on behalf of the corporation, to forward mail addressed to the corporation in care of Pacific Registered Agents, Inc., and to immediately notify the Office of the Secretary of State if we resign or change the registered office or business address. Our registered office and business address is:

Pacific Registered Agents, Inc.  
5647 110th Ave. North  
Royal Palm Beach, FL 33411

  
\_\_\_\_\_  
Signature of Agent

Charles F. Mathias, President  
Printed Name

1/7/2009  
Date

**FILED**  
2009 JAN 14 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA