

(Requestor's Name)

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(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP      ☐ WAIT      ☐ MAIL

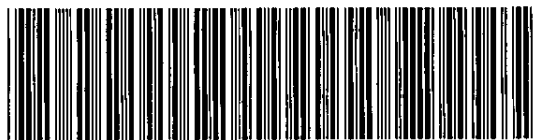
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**V HERRING**

NOV - 1 2016

## COVER LETTER

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

**SUBJECT:** Bay Winds Investments, 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:** O. David Chunn, Jr., J.D.

\_\_\_\_\_  
Name (Printed or typed)

1333 La Paz Street

\_\_\_\_\_  
Address

Pensacola, FL 32506

\_\_\_\_\_  
City, State & Zip

205-306-1888

\_\_\_\_\_  
Daytime Telephone number

odchunn@gmail.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 18, 2016

O. DAVID CHUNN, JR., J.D.  
1333 LA PAZ STREET  
PENSACOLA, FL 32506

SUBJECT: BAY WINDS INVESTMENTS, INC.  
Ref. Number: W16000071068

We have received your document for BAY WINDS INVESTMENTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 216A00022438

FILED

2016 OCT 31 AM 11:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
39

October 1, 2016

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

Re: Bay Winds Investments, Inc., Document Number P15000096301

Dear Sir or Madam:

\* The above referenced corporation is inactive therefore I have no intention of reinstating the corporation.

Please feel free to contact me at 205-306-1888 if you have any questions regarding this matter.

Best regards,



O. David Chunn, Jr., J.D.  
President  
Bay Winds Investments, Inc.

Cc: File

**ARTICLES OF INCORPORATION**

**OF**

**Bay Winds Investments, Inc.**

FILED

2018 OCT 31 AM 11:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, Florida Statutes.

The undersigned, O. David Chunn, Jr., being over the age of eighteen years, desiring to organize a body corporate under the laws of Florida, and being subscriber to the capital stock of the corporation hereby organized, do make, sign and file these Articles of Incorporation:

1. The name of the corporation shall be Bay Winds Investments, Inc. and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The purpose and objects and purposes for which the corporation is formed are:

a. The transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida;

b. The corporation shall have all powers and privileges necessary or required to carry out all lawful business for which corporations may be incorporated under the laws of The State of Florida, unless prohibited by the laws of the State of Florida;

c. To engage in all aspects of transportation services and to purchase, otherwise acquire, hold, develop and sell for investment purposes real and personal property and make other real and personal (or mixed) property investments of every character and nature and where ever situated, and engage in any other business directly or indirectly related thereto.

d. To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage, or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

e. To manufacture, purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and personal property of every class and description, wherever situated; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations of whatever

character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

f. To purchase or otherwise, acquire, hold, use, sell, assign, lease, mortgage, or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect to letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, know now, and trade secrets, relating to or useful in connection with any business, objects or purposes of the corporation.

g. To engage in the business of exploiting natural resources, to search, prospect and explore for useful or valuable substances to acquire and extract such substances, to sell and dispose of such substances, and to refine such substances and manufacture and sell and dispose of products and by-products derived therefrom.

h. To subscribe, for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any way dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Florida, or any other state or any foreign country and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Florida.

i. To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amounts, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

j. To acquire the good will, rights, assets, and properties and to undertake the whole or any part of the liabilities of any person, firm, association, or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business

k. To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, or real and personal property of every nature and description, or by way of guaranty or otherwise.

l. To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferrable instruments.

m. To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, and of its bonds, debenture, notes, script, or evidences of indebtedness, or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement, or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any such shares, the board of Directors of the corporation (or any committee authorized to exercise the powers of the board) shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.

n. To act as agent, jobber, broker, or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervision, managing and protecting such property and loans and all interest in and claims affecting the same.

o. To purchase, take, receive, redeem, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, script or other securities or evidences of indebtedness, and to hold, sell, transfer, or reissue any thereof.

p. To enter into any plan or project for the assistance and welfare of its employees.

q. To enter into any legal arrangements for sharing of profits, union or interest, reciprocal concessions, or co-operations, as partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business which this corporation is authorized to carry on, or any business transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

r. To have one or more offices to carry on all of its operation and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

s. To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefore, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and

interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, script, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (a) which owns stock in this corporation, or (b) which owns stock in another corporation which owns stock in this corporation, or (c) in which this corporation owns stocks, (d) in which another corporation owns stock which also owns stock in this corporation, or (e) in which any one or more persons who own stock in this corporation also own stock or, (f) which or how has entered into any contractual arrangements corresponding or like obligations or endorsement, guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

t. To carry on any other business in connection with the foregoing.

u. To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural person might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise whether alone or in conjunction with any person, firm, association, corporation or any entity or whatsoever kind, and to any and all such acts and things and to exercise any and all such powers to the full extend authorized or permitted to a corporation under the laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions of or the regulation of the business and the conduct of the affairs of the corporation, the directors and stockholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

3. The address of the initial principal office of the corporation in the State of Florida is 1333 La Paz Street, Pensacola, FL 32506, and the name of its registered agent is O. David Chunn, Jr, J.D. at the address of 1333 La Paz Street, Pensacola, FL 32506.



4. The aggregate number of shares of stock which the corporation shall have authority to issue shall be One Thousand shares of common stock of the par value of One Dollar per share. The amount of capital stock which the corporation shall begin business shall be One Hundred Dollars consisting of One Hundred shares of the common stock of the par value of One Dollar per share.

5. a. The name and address of the incorporator is:

NAME:

O. David Chunn, Jr., J.D.

ADDRESS:

1333 La Paz Street  
Pensacola, FL 32506

b. The number of directors constituting the initial board of directors of the corporation are two and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successor is elected and shall qualify are:

NAME OF DIRECTORS

O. David Chunn, Jr., J.D.

ADDRESS

1333 La Paz Street  
Pensacola, FL 32506

Deloris L. Chunn.

1333 La Paz Street  
Pensacola, FL 32506

6. The period for the duration of the corporation shall be perpetual and infinitum.

a. This corporation may from time to time issue its shares of stock for such consideration (but not less than par) as may be fixed from time to time by the board of directors and may receive payment thereof, in whole or in part, in cash, labor done, personal property (tangible and intangible) or real property. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, personal property, or real property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

b. This corporation may from time to time and at any time issue and sell warrants, in bearer or registered form, or other instruments for the purchase of shares of stock of any class of the corporation within such period of time, or without limit as to time, in such aggregate number of shares, and at such price or price per share, as the Board of Directors may determine. Such warrants or other instruments may be issued separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness or shares of the capital stock of any class of the corporation

and for such consideration and on such terms and conditions as the Board of Directors may determine to be desirable.

c. No holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for any part of the authorized but unissued stock of this corporation, of any additional stock of any class which may be issued by reason of any increase in the authorized capital stock of this corporation, or of warrants, bonds, certificates of indebtedness, debentures, or other securities convertible into stock of this corporation, or carrying any rights to purchase stock of any class. Any such unissued stock or any such additional authorized issue of new stock or of securities convertible into stock or carrying any rights to purchase stock, may be issued and disposed of pursuant to resolutions of the Board of Directors of this corporation to such persons, firms, corporations, or associations, and upon such terms, as may be deemed advisable by the Board of Directors in the exercise of its discretion.

d. This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of records of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificate therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

e. So far as not otherwise expressly provided by the laws of the State of Florida, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

f. Any and every statute of the State of Florida hereafter enacted whereby the rights, powers and privileges of the shareholders of the corporation organized under the general laws of the State of Florida are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part but less than all of the shareholders of any such corporation, shall apply to this corporation and to every shareholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of this Certificate of Incorporation.

g. The by-laws of the corporation shall contain additional provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida. The initial bylaws of the corporation shall be subject to alteration, amendment or repeal, and new bylaws may be adopted by the affirmative vote of the holders of a majority of the shares of the common stock present in person or by proxy at any annual or special meeting of the shareholders and entitled to vote thereat, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the terms of any incumbent director. The bylaws may also be amended in the interim between shareholders' meetings by a majority vote of the Board of Directors, provided, however, that the Board of Directors may not alter,

amend or repeal any bylaws establishing the number of directors, the number of directors constituting a quorum at a meeting of the board of Directors, the time or place of shareholders' meetings, or what constitutes a quorum at such shareholders' meeting.

h. The corporate powers shall be exercised by the board of Directors, except as otherwise provided by the statute by these Articles of Incorporation. Any action required or permitted to be taken at any meeting of the Board of Directors of any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. In furtherance and not in limitation of the powers conferred by statute, the board of Directors is expressly authorized to fix and determine and to vary the amount of working capital of the corporation to determine the date or dates for the declaration and payment of dividend; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in. The corporation may, in its bylaws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

i. If at any time the corporation is engaged in the business of exploiting natural resources, dividends may be declared and paid in cash out of depletion reserves, but each such dividend shall be identified as a distribution of such reserves and the amount per share paid from such reserves shall be disclosed to the shareholders receiving the same concurrently with the distributions thereof.

j. (1) Subject to the provisions of subsection (4) hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the facts that he 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, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(2) Subject to the provision of subsection (4) hereof, the corporation shall indemnify any person who was or is a party, or is threatened to be made a part to any threatened, pending or completed claim, action or suit by or in the right of the corporation to procure a judgement in its favor by reason of the fact that he 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, partner, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligent misconduct in the performance of his duty to the corporation unless and only to the extent that the court in such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

(3) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defenses of any action, suit or proceedings referred to in subsection (1) or (2) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceedings.

(4) Any indemnification under subsection (1) or (2) shall (unless order by court) be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (1) or (2), as the case may be. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to such claim, action, suit or proceeding, or if such quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

(5) Expenses (including attorney's fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such claim, action, suit, or proceeding as authorized in the manner provided in the preceding subsection (4) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section.

(6) The indemnification provided by this section shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the corporation's certificate of incorporation, by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(7) 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, partner, employee or agent of another corporation, partnership, joint venture, trust 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 provision of this section.

k. No contract or other transaction between this corporation and any person, firm, association, or corporation and no other act of this corporation shall, in the absences of fraud, be invalidated or in any way affected by the fact that any of the directors of the corporation are, directly or indirectly pecuniarily or otherwise interested in such contract, transaction or other act, or related to or interested in (either as director, shareholder, officer, employee, member or otherwise) such person, firm association or corporation. Any director of the corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he, individually, or such firm or association is so interested, shall be disclosed or known to the Board of Directors, or a majority of the members thereof as shall be present at any meeting of the Board of Directors, or of any committee of directors having the powers of the full board at which action upon any such contract, transaction or other act is taken; and if such fact shall be disclosed or known, any director of this corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the board of Directors, or of such committee, at which action upon any such contract, transaction, or act shall be taken, and may vote there with respect to such action with like force and effect as if he were not so related or interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

l. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors, and shareholders herein are granted subject to this reservation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



O. David Chunn, Sr., J.D.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

**IN WITNESS THEREOF**, the undersigned incorporator has hereunto subscribed his signature to this Certificate of Incorporation this the 1<sup>st</sup> day of October, 2016.



O. David Chunn, Jr., J.D.

FILED  
2016 OCT 31 AM 11:01  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA