

P95000000078

RECEIVED

95 JAN -3 AM 10:01

DIVISION OF CORPORATION

^^ QUOTATION ^^

INVOICE #

SR22

1/03/95

CUSTOMER #

HEND02

CAPITAL CONNECTION, INC.
P.O. BOX 10349

TALLAHASSEE, FL 32302
904-224-8870

CLIENT REF # NONE GIVEN

100001367051
-01/03/95--01018--019
****122.50 ****122.50

CLIENT REP: SHARON ZIEGLER

DOCUMENT FILING, SW/CO. AM RUSH, SHIPPING/HANDLING

FILE ARTICLES OF INCORPORATION FOR GULF BEACH REALTY, Inc.

JAN 3 1995 BSB

FILED
95 JAN -3 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GULF BEACH REALTY, INC.

FILED
95 JAN -3 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: GULF BEACH REALTY, INC. The address of the corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of \$.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Peter J. Groenendijk
P. O. Box 430401
Kissimmee, Florida 34743

Elaine Grayson
200 E. Robinson St., #500
Orlando, FL 32801

Sergio Zanotti
200 East Robinson Street
Suite 500
Orlando, Florida 32801

Article 7. Incorporators. The name and address of each Incorporator is as follows: Robert R. Hendry, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or


B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 29th day of December, 1994.


Robert R. Hendry

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 29th day of December, 1994 by Robert R. Hendry who is personally known to me and who did take an oath.


Josephine A. Dettmore
Notary Public, State of Florida at Large

JOSEPHINE A. DETTMORE
Notary Public, State of Florida
My Comm. Expires Nov. 8, 1998
Comm. No. CC419730

ACCEPTANCE BY REGISTERED AGENT

FILED

95 JAN -3 AM 10:48


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as Registered Agent of GULF BEACH REALTY, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 29th day of December, 1994.

FLORIDA CORPORATE SUPPORT, INC.

By:


Robert R. Hendry

P95 0000 0000 78

LAW OFFICES OF
HENDRY, STONER, SAWICKI & BROWN

PROFESSIONAL ASSOCIATION
200 E. ROBINSON STREET, SUITE 200
ORLANDO, FLORIDA 32804
TELEPHONE (407) 843-5880
FAX (407) 428-7808

ROBERT N. HENDRY
RICHARD D. STONER
STEPHEN C. SAWICKI
G. STEVEN BROWN
LAURA A. QUIGLEY

April 28, 1995

700001471127
-05/02/95--01107--005
*****87.50 *****87.50

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

Re: Gulf Beach Realty, Inc.

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Amendment to Articles of Incorporation for the above company, along with our check in the amount of \$87.50. Please provide us with a certified copy of the Articles after they have been filed.

If you have any questions, please do not hesitate to contact us. Thank you for your cooperation.

Very truly yours,

Jo Dettmore
Jo Dettmore
Legal Assistant

Enclosures

~~675-9654~~
00664
00789, 00689, 00671

Carzone!
Linda

FILED
95 MAY 24 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 9, 1995

JO DETTMORE
C/O HENDRY, STONER, SAWICKI
200 E. ROBINSON ST., SUITE 500
ORLANDO, FL 32801

SUBJECT: GULF BEACH REALTY, INC.
Ref. Number: P95000000078

We have received your document for GULF BEACH REALTY, 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):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 295A00023092

LAW OFFICES OF
HENDRY, STONER, SAWICKI & BROWN

PROFESSIONAL ASSOCIATION

200 E. ROBINSON STREET, SUITE 500

ORLANDO, FLORIDA 32801

TELEPHONE (407) 843-5860

FAX (407) 425-7905

ROBERT R. HENDRY
RICHARD D. STONER
STEPHEN C. SAWICKI
G. STEVEN BROWN
LAURA A. OUGLEY

May 22, 1995

Ms. Linda Stitt
Corporate Specialist
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Gulf Beach Realty, Inc.

Dear Ms. Stitt:

In accordance with your letter of May 8, 1995, enclosed please find corrected Articles of Amendment to ~~Articles~~ of Incorporation for the above corporation. Please have these Articles filed as soon as possible and return a certified copy of the Articles to us after they have been filed.

If you have any further questions, please do not hesitate to call me immediately. Thank you for your cooperation.

Very truly yours,



Jo Dettmore
Legal Assistant

Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED

95 MAY 24 PM 12:44

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

GULF BEACH REALTY, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article 1 of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article 1. Name. The name of the corporation is: BRIGHT WATER PLACE, INC. The address of the corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801."

Article 6 of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article 6. Board of Directors. The number of Directors constituting the Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of the Director if the corporation is as follows:

Peter J. Groenendijk
P. O. Box 430401
Kissimmee, Florida 34743

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 27, 1995 .

FOURTH: Adoption of Amendment(s) (~~CHECK ONE~~)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

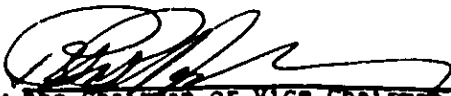
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 15th of May, 19 95.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Robert R. Hendry
Typed or printed name

Incorporator
Title