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**P950000/3085**

February 9, 1995

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

EFFECTIVE DATE  
2-8-95

Re: Gulfview Management Corp

Dear Sir:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$122.50.

Please return a certified copy of the Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,

*[Handwritten signature]*

Daniel D. Peck

DDP:jfm

Encs.

secyst

H. SIMS FEB 16 1995

FILED  
FEB 13 1995

ARTICLES OF INCORPORATION  
OF  
GULFVIEW MANAGEMENT CORP.

FILED  
2013 FEB 22

ARTICLE I

NAME AND ADDRESS

The name of this corporation is GULFVIEW MANAGEMENT CORP. and its principal address is 25151 Pennyroyal Drive, Bonita Springs, Florida 33923.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business of acting as general partner of Gulfview Investments, Ltd., engage in real estate investment, real estate development, and arrange construction, and for all other purposes allowed a Florida corporation.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

EFFECTIVE DATE  
2-8-95

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 25151 Pennyroyal Drive, Bonita Springs, Florida 33923, and the name of the initial registered agent of this corporation at that address is FRANZ J. ROSINUS.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are: Franz J. Rosinus 25151 Pennyroyal Drive, Bonita Springs, Florida 33923; Manfred Wettlaufer, 3777 Tamiami Trail North, Suite 200, Naples, Florida 33940; Hans Loebbert, Rebhuhnweg 2, 45527 Hattingen, Germany; and Winfried Horstenkamp, Harpener Feld 39, 44805 Bochum, Germany.

## ARTICLE VII

### INCORPORATOR

The names and addresses of the persons signing these Articles are: Franz J. Rosinus 25151 Pennyroyal Drive, Bonita Springs, Florida 33923; Manfred Wettlaufer, 3777 Tamiami Trail North, Suite 200, Naples, Florida 33940; Hans Loebbert, Rebhuhnweg 2, 45527 Hattingen, Germany; and Winfried Horstenkamp, Harpener Feld 39, 44805 Bochum, Germany.

## ARTICLE VIII

### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE IX

### SHAREHOLDER QUORUM

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

## ARTICLE X

### APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

## ARTICLE XI

### NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

## ARTICLE XII

### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction

in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

#### ARTICLE XIII

##### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by two-thirds vote of the shareholders.

#### ARTICLE XIV

##### PREEMPTIVE RIGHTS

Every shareholder upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, shall have the preemptive right to purchase his pro rata share of additional stock as the number of shares he owns at the time of issue bears to the total number of previously issued shares outstanding (as nearly as may be done without issuance of fractional shares) at the price and terms at which new stock is issued to others. This right is waived by written waiver or by the failure of the

shareholder to exercise and pay for his preemptive share right within thirty days of notification of the right.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 8th day of February, 1995.

*Franz J. Rosinus* L.S.  
FRANZ J. ROSINUS, Incorporator

*Manfred Wettlauffer* L.S.  
MANFRED WETTLAUFER, Incorporator

*Hans Loebbert* L.S.  
HANS LOEBBERT, Incorporator

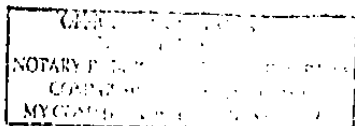
*Winfried Horstenkamp* L.S.  
WINFRIED HORSTENKAMP, Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above appeared FRANZ J. ROSINUS, MANFRED WETTLAUFER, HANS LOEBBERT and WINFRIED HORSTENKAMP, personally known to me and known by me to be the persons who executed these Articles of Incorporation, and they acknowledged before me that as their free act they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 8th day of February, 1995.

*David D. Peck*  
Notary Public  
*David D. Peck*  
My Commission Expires:



I, FRANZ J. ROSINUS, agree to serve as resident agent and accept service for GULFVIEW MANAGEMENT CORP. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 8th day of February, 1995.

  
\_\_\_\_\_  
FRANZ J. ROSINUS

gulfview

FILED  
95 FEB 13 11 17 52

P95000013085

Naples, October 11, 1996

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

Re: Gulfview Management Corp.

Dear Sirs:

Please note that the mailing address of the above mentioned company has changed and will be as follows:

c/o Euro-American Consulting, Inc.  
4001 Tamiami Trail North  
Suite 265  
Naples, FL 34103

Sincerely,

EURO-AMERICAN CONSULTING, INC.



Rainer N. Filthaut

9/10/15