

P95000016930

POWELL, CARNEY, MOORE, HUCKS & OLSON, P.A.

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ST. PETERSBURG, FLORIDA 33701

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P.O. BOX 1080  
ST. PETERSBURG, FLORIDA 33731-1080

February 23, 1995

RECEIVED  
STATE  
FEB 27 1995  
TALLAHASSEE, FLORIDA  
TELEPHONE  
813-888-0011  
FACSIMILE  
813-888-0014

State of Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000001417160  
-02/28/95--01013--023  
\*\*\*\*122.50 \*\*\*\*122.50

RE: ORCI OCEANFRONT RESORT CLUB INTERNATIONAL, INC.

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation for the subject corporation, together with this law firm's check in the amount of \$122.50, payable to the Secretary of State. Please file the enclosed Articles of Incorporation as soon as possible and send me a certified copy of the filed Articles of Incorporation. (Please note that we had previously reserved the name. A copy of the name reservation is attached). If you have any questions about this matter, please feel free to call me.

Sincerely,

POWELL, CARNEY, MOORE,  
HUCKS & OLSON, P.A.

*Uta S. Grove*  
Uta S. Grove

USG/dlg  
Enclosures

*2/28* *ST*



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

February 14, 1995

POWELL CARNEY MOORE, ETAL  
PO BOX 1689  
ST PETERSBURG, FL 33731-1689

The name ORCI OCEANFRONT RESORT CLUB INTERNATIONAL, INC. has been reserved for 120 days beginning February 14, 1995. The reservation number is R95000000639 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 895A00006472

ARTICLES OF INCORPORATION  
OF  
ORCI OCEANFRONT RESORT CLUB INTERNATIONAL, INC.

RECEIVED  
FEB 27 1983  
STATE  
TALLAHASSEE

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I  
Name and Address

Section 1. The name of the Corporation shall be ORCI OCEANFRONT RESORT CLUB INTERNATIONAL, INC.

Section 2. The mailing address of the Corporation is c/o Joel B. Giles, Esquire, Powell, Carney, Moore, Hucks & Olson, P.A., 200 Central Avenue, Suite 1210, St. Petersburg, Florida 33701.

ARTICLE II  
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III  
Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV  
Capital Stock

The authorized capital stock of the Corporation shall be 1,200 shares of common stock having a par value of \$1.00 per share.

ARTICLE V  
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation.

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI  
Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the first meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII  
Amendments

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII  
Registered Office and Agent

Section 1. The name of the initial registered agent of the Corporation located at said address shall be Joel B. Giles, Esquire.


Section 2. The street address of the initial registered office of the Corporation shall be 200 Central Avenue, Suite 1210, St. Petersburg, Florida 33701.

ARTICLE IX  
Incorporator

The name and address of the Incorporator is:

| Name          | Address   |
|---------------|---|
| Joel B. Giles | Powell, Carney, Moore, Hucks & Olson, P.A.<br>200 Central Avenue, Suite 1210<br>St. Petersburg, Florida 33701 |

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 22nd day of February, 1995.

  
\_\_\_\_\_  
JOEL B. GILES, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of February, 1995, by JOEL B. GILES, who is personally known to me or has produced \_\_\_\_\_ as identification.

Sharon D Hall  
(Sign on this line)  
Sharon D Hall  
(Legibly print name on this line)



SHARON D HALL  
My Commission CC434713  
Expires Jan 23, 1999  
Bonded by FIAI  
BOO-422-1555

NOTARY PUBLIC, State of Florida  
COMMISSION NO.: CC434713  
EXPIRATION DATE: January 23, 1999

(SEAL)

ACCEPTANCE

I hereby accept to act as initial Registered Agent for ORCI OCEANFRONT RESORT CLUB INTERNATIONAL, INC., as stated in these Articles of Incorporation.

Joel B. Giles  
Joel B. Giles