

875000 20838

Albert C. Penson, Esquire

(Requestor's Name)

Post Office Box 1327

(Address)

Tallahassee, FL 32302 (561-8000)

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

41111111 41111111  
00111111 00111111  
\*\*\*\*\*1111 \*\*\*\*\*1111

Any questions please call  
Kellyanne

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Magnolia Bay Plantation & Resort, Inc.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☒ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

FILED  
1995 MAR 15 AM 9 41  
TALLAHASSEE, FL  
SECRETARY OF STATE

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
MAGNOLIA BAY PLANTATION & RESORT, INC.

FILED  
1995 MAR 15 10 41 AM  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

We, the undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby execute this document for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation shall be:

MAGNOLIA BAY PLANTATION & RESORT, INC.

The principal place of business of this corporation shall be Tartaruga Creek Golf & Village, Greenville, Florida, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the corporation shall be Route 2, Box 121-C, Greenville, Florida 32331. The annual meeting of the stockholders shall be held at the place designated by the Board of Directors.

ARTICLE II: NATURE AND PURPOSE

The general nature of the business to be transacted and carried on by this corporation and its objects and purposes are to conduct any and all lawful business consistent with the provisions hereinafter set out or provided and it shall have all the powers conferred by the laws of the State of Florida upon business

corporations as fully and to the same extent as natural persons might or could do in all parts of the world, namely:

To establish, carry on, conduct, maintain and otherwise operate a business relating to a hunting club and/or consultant services, acquisition of real property, the acquisition, ownership, maintenance and operation of small businesses, and to do such and everything necessary, convenient, suitable or proper for the accomplishment of any of the purposes or for the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or for the benefit of this corporation.

The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall not be held to limit or restrict in any manner the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other corporations, firms or individuals, to the same extent and as full as individuals might or could do as principals, agents, contractors or otherwise.

#### ARTICLE III: MAXIMUM SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of a one dollar (\$1.00) par value. The Board of

Directors, may establish and determine various or separate classes or categories of stock which shall be set forth in the by-laws of this corporation.

The consideration to be paid for each share shall be fixed by the Board of Directors.

#### ARTICLE IV: VOTING

At each meeting of the shareholders of this corporation, the presence in person or by proxy of the holders of a majority in number of the issued and outstanding shares of stock shall be necessary to constitute a quorum for the transaction of any business. The affirmative vote of a two-thirds (2/3) majority of shares represented at the meeting shall be necessary to adopt any resolution, carry any motion, or take any corporate action which requires the vote of the shareholders. As to the election of the Board of Directors, rights shall be cumulative.

#### ARTICLE V: DURATION

The corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

#### ARTICLE VII: BOARD OF DIRECTORS

The number of directors of this corporation shall not be less than two (2) to be fixed from time to time by resolution of the stockholders of this corporation at their annual meeting prior to the election of directors, none of whom need be stockholders of the corporation. They shall be elected by a majority of the

stockholders present and participating at the annual meetings of the corporation to be held as prescribed by the by-laws and shall hold office after their election until their respective successors are duly elected and qualified.

The original by-laws of this corporation shall be made, prepared and adopted by the board of directors of the corporation by a majority vote thereof. Thereafter the said by-laws may be amended by the Board of Directors at any regular meeting of said Board of Directors or at any special meeting for which said meeting is called by a majority of the directors present. The Board of Directors shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the corporation (in excess of the capital stock paid in); and the corporation may, by and through its Board of Directors, purchase, sell and trade in the bonds or other obligations of this corporation or in the shares of its capital stock; but if shares of the corporation's capital stock have been purchased and subsequently there is a reduction in the manner provided by law of the corporation's capital stock, then, to the extent that such shares are not reissued at the time of the reduction, they shall be deemed retired in an amount not exceeding the amount of the reduction and shall not be reissued, except as provided by law.

The Board of Directors shall elect officers of this corporation, who shall consist of the President, who shall be a director, a Vice President, a Secretary and a Treasurer (board members may hold more than one office), and such other further

officers as may be provided by resolution of the Board of Directors. None of these officers are required to be a stockholder of the corporation. All officers, unless elected to fill a vacancy, shall hold office after their election until their respective successors are duly elected and qualified, unless it is provided by the by-laws that they shall hold office at the pleasure of the Board of Directors. The duties of all officers elected by the Board of Directors shall be prescribed by the by-laws or resolution of the Board of Directors.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or is a director or officer or are directors or officers of such other corporation and may be a party or parties to or may be interested in any contract or transaction of this corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to or interested in such contract, act or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or associations, and each and every person

Who may become a director of this corporation is hereby relieved from any liability that might otherwise exist, from contracting with the corporation for the benefit of himself or the firm or corporation to which he may be otherwise indebted.

#### ARTICLE VIII: ADDITIONAL SHARES

The corporation shall have the power to grant to the stockholders of record at the time of issuance of any additional stock beyond the originally authorized maximum number of One Thousand (1000) shares hereinbefore provided for, full preemptive rights in the issuance of all new stock, in that such new stock shall be first offered to such registered stockholders for sale at the "started" or fixed value thereof before there shall be an offer to sell said new stock to person other than said stockholder. The terms and other details of such offer including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

#### ARTICLE IX: SALE OF SHARES

The corporation shall have the power to include in its by-laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders or in the event of death of any of its stockholders. The manner and form, as well as all relevant terms, conditions and details hereof shall not affect the rights of third parties without actual knowledge thereof, unless such provision

shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE X: INITIAL DIRECTORS

The name and post office address of the Directors who shall serve as the first Directors of the Board of Directors of the corporation who shall hold office until their successors are elected or appointed and have qualified, are as follows:

David Arnold	Route 2, Box 121-C Greenville, Florida 32331
--------------	---

Andrea Avanzini	Route 2, Box 121-M Greenville, Florida 32331
-----------------	---

ARTICLE XI: RESIDENT AGENT

Albert C. Penson is designated as the corporation's agent to accept service of process within Florida at 701 East Tennessee Street, Tallahassee, Florida 32308. The street address of the initial registered agent for this corporation shall be 701 East Tennessee Street, Tallahassee, Florida 32308, and the registered agent at such address is Albert C. Penson.


ARTICLE XII

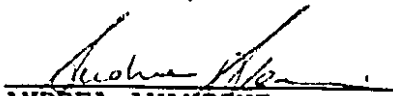
The amount of capital with which the corporation shall begin business is One Hundred Thousand Dollars (\$100,000).

IN WITNESS WHEREOF, we, the undersigned subscribers, above-named as the incorporators of MAGNOLIA BAY PLANTATION & RESORT,



INC., have hereunto set our hand and seal this 6<sup>th</sup> day of  
MARCH, 1995.

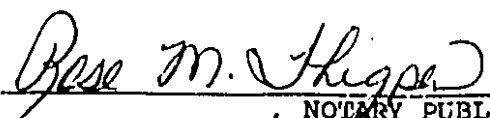
  
\_\_\_\_\_  
DAVID ARNOLD  
Route 2, Box 121-C  
Greenville, Florida 32331

  
\_\_\_\_\_  
ANDREA AVANZINI  
Route 2, Box 121-C  
Greenville, Florida 32331

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me by DAVID ARNOLD, who is personally known to me or who has produced the form of identification listed below, and is known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said agreement for the purposes therein expressed.


WITNESS my hand and official seal, this 6<sup>th</sup> day of  
MARCH, 1995.

  
\_\_\_\_\_  
ROSE MARIE THIGPEN, NOTARY PUBLIC  
Form of ID: personally known  
My Commission Expires: June 20, 1995  
My Comm. expires Oct. 17, 1998  
Notary Public, State of Florida

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me by ANDREA AVANZINI, who is personally known to me or who has produced the form of identification listed below, and is known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said agreement for the purposes therein expressed.

WITNESS my hand and official seal, this 6<sup>th</sup> day of  
MARCH, 1995.

  
\_\_\_\_\_  
MINNIE M. KING, NOTARY PUBLIC  
Form of ID: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

Notary Public, State Of Florida At Large  
My Commission Expires June 20, 1995

00109142

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

STATE OF FLORIDA  
OFFICE OF THE SECRETARY OF STATE

The undersigned, ALBERT C. PENSON having been designated as Agent for the service of process with the State of Florida, upon MAGNOLIA BAY PLANTATION & RESORT, INC., a corporation, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation.

IN WITNESS WHEREOF, the name of said registered agent is hereunto affixed at Tallahassee, Leon County, Florida, this 11<sup>th</sup> day of March, 1995.

  
\_\_\_\_\_  
ALBERT C. PENSON

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Magnolia Bay Plantation & Resort, Inc.
2. The name of the registered agent is Albert C. Penson.
3. The address of the registered agent/registered office is 701 East Tennessee Street, Tallahassee, Florida 32308.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
ALBERT C. PENSON

FILED  
1995 MAR 15 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Florida Department of State, Sandra B. Mortham, Secretary of State

**RESIGNATION OF REGISTERED AGENT**


FILED  
97 JUN 13 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,  
Florida Statutes, the undersigned, ALBERT C. PENSON  
(Name of registered agent)

hereby resigns as Registered Agent for MAGNOLIA BAY PLANTATION + RESORT, INC.  
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which  
this statement is filed.

  
(Signature of resigning agent)

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or Printed Name)

\_\_\_\_\_  
(Capacity)

**Fee for filing this document:**

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation

**STATEMENT OF RESIGNATION OF REGISTERED AGENT**

The undersigned, Albert C. Penson, hereby resigns as registered agent of Magnolia Bay Plantation & Resort, Inc. A copy of this statement has been mailed to Magnolia Bay Plantation & Resort, Inc., c/o David Arnold, its President, at Route 2, Box 121-C, Greenville, Florida 32331.

The agency terminates as of the 31st day after the date on which this statement is filed. The termination of this agency shall be a termination of the registered office.

DATED this 9<sup>th</sup> day of June, 1997.

  
\_\_\_\_\_  
ALBERT C. PENSON

P95000020838

Requestor's Name  
3845-1 KILLEARN CENTER  
Address  
TALLAHASSEE FL 32306 668-4914  
City/State/Zip Phone #

400002266364--1  
-08/14/97--01001--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MAGNOLIA BAY PLANTATION AND RESORT INC. (Corporation Name) (Document #) RA change  
2. (Corporation Name) (Document #)  
3. (Corporation Name) (Document #)  
4. (Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☒ Certified Copy  
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 AUG 13 PM 3:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
97 AUG 13 PM 3:18  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

2/13/97  
DOH  
DOH  
DOH  
DOH  
DOH

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Magnolia Bay Plantation and Resort, Inc.

2. The mailing address of the corporation is: Route 2, Box 121-C, Greenville, FL 32331

3. Date of incorporation/qualification: 3/15/95 Document number: 995000020838

4. The name and address of the current registered agent and office:

Albert C. Penson

701 East Tennessee Street

Tallahassee, FL 32308

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Claire A. Duchemin

3845-1 Killearn Court

Tallahassee, FL 32308

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

David Arnold  
(Signature of an officer, chairman or vice chairman of the board)

8/13/97  
(Date)

David Arnold, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Claire A. Duchemin  
(Signature of Registered Agent)

August 13, 1997  
(Date)

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or Printed Name)

\_\_\_\_\_  
(Capacity)