

P95000031256

KENNETH F. FURWALD  
ATTORNEY AT LAW  
SUITE 110, 600 COUNTRYLAND STREET  
ORLANDO, FLORIDA 32804

TELEPHONE (407) 847-3738  
FAX (407) 847-6283

January 21, 1994

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

Re: Great American Resorts of Florida, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of Great American Resorts of Florida, Inc. for filing with the Secretary of State. Our firm's check #1308 in the amount of \$122.50 is also enclosed for the filing fees. Please return a certified copy of the Articles to our office in Orlando.

Please call if you have any questions.

Very truly yours,

*Penny Stoner*

Penny Stoner  
Legal Assistant

Enclosures

FILED STATE  
SECRETARY OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
GREAT AMERICAN RESORTS OF FLORIDA, INC.

We, the undersigned, being natural persons of legal age do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be GREAT AMERICAN RESORTS OF FLORIDA, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

This corporation may engage in or transact any or all lawful activities or business remitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under the laws of the United States and of this State.

### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock having a nominal or par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

### ARTICLE IV

#### CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

### ARTICLE V

#### CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

### ARTICLE VI

#### PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal place of business of the corporation shall be 120 Firestone Pointe, Suite 100, Duluth, Georgia 30136.

### ARTICLE VII

#### INITIAL DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders. The names and street addresses of the Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

Edward L. Bates  
120 Firestone Pointe, Suite 100  
Duluth, Georgia 30136

Teresa A. Bates  
120 Firestone Pointe, Suite 100  
Duluth, Georgia 30136

#### ARTICLE VIII

##### SUBSCRIBERS

The names and street addresses of the Subscribers to these Articles of Incorporation are as follows:

Edward L. Bates  
120 Firestone Pointe, Suite 100  
Duluth, Georgia 30136

Teresa A. Bates  
120 Firestone Pointe, Suite 100  
Duluth, Georgia 30136

#### ARTICLE IX

##### REGISTERED AGENT

The name and address of the Registered Agent to accept service of process within the state on behalf of the corporation is: Kenneth F. Oswald, Suite 110, 600 Courtland Street, Orlando, Florida 32804, and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this state.

#### ARTICLE X

##### INDEMNIFICATION

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or by reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all

other rights to which such director, officer, employee, or agent is entitled.

#### ARTICLE XI

##### LIMITATION OF LIABILITY

11.1 A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation, (ii) for acts or omissions which involve intentional misconduct of a knowing violation of law, (iii) of the type set forth in Florida Statute 607.0850 of the Florida Business Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit.

11.2 Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

11.3 If the Florida Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Business Corporation Act.

11.4 In the event that any of the provisions of this Article (including within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

#### ARTICLE XII

##### AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of

Incorporation in the manner now or hereafter prescribed by statute.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, We, the undersigned, being the subscribers to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set our hands and seals this 11 day of April, 1995.

Edward L. Bates  
EDWARD L. BATES

Teresa A. Bates  
TERESA A. BATES

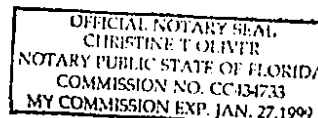
STATE OF FLORIDA

COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared EDWARD L. BATES and TERESA A. BATES, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 11<sup>th</sup> day of April, 1995.

Christine T. Oliver  
Notary Public  
My Commission Expires:



95 APR 17 AM 9:51

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
KENNETH F. OSWALD  
Registered Agent

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION  
FOR  
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # **P95000031256**

1. Corporation Name

**GREAT AMERICAN RESORTS OF FLORIDA, INC.**

Principal Place of Business

120 FIRESTONE PONTE, SUITE 100  
DULUTH GA 30136

Mailing Address

120 FIRESTONE PONTE, SUITE 100  
DULUTH GA 30136

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 SEP 26 AM 10:40



If above addresses are incorrect in any way, line through incorrect information and enter correction below

2. New Principal Office Address, if Applicable

3. New Mailing Office Address, if Applicable

4. Date Incorporated or Qualified  
To Do Business in Florida

04/17/1995

Suite, Apt. #, etc.

Suite, Apt. #, etc.

5. FEI Number

58-2171099

Applied For

Not Applicable

City & State

City & State

Zip

Country

Zip

Country

CERTIFICATE OF STATUS DESIRED ☐

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
D	BATES, EDWARD L	120 FIRESTONE PONTE, SUITE 100	DULUTH GA 30136
D	BATES, TERESA A	120 FIRESTONE PONTE, SUITE 100	DULUTH GA 30136

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\*\*\*\*375.00 \*\*\*\*375.00

8. Name and Address of Current Registered Agent

OSWALD, KENNETH F  
600 COURTLAND STREET  
SUITE 110  
ORLANDO FL 32804

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State  
FL

Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of  
Registered Agent

*[Signature]*

REGISTERED AGENT MUST SIGN

Date

9/24/96

11. Does this corporation pay any intangible tax to the  
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☐

(See other side for information  
on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE

*[Signature]*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9-24-96  
Date

770-497-0564  
Daytime Phone #

CR20040 (7/96)