

**P95000032725**  
**GARY M. GLASSMAN, ESQ.**

Admitted in Florida & New York

**JENNIFER L. MILLER**  
Legal Assistant

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April 13, 1995

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

300001463203  
-04/24/95--01043--018  
\*\*\*122.50 \*\*\*122.50

Re: Siesta Gulf View Vacation Rentals, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Siesta Gulf View Vacation Rentals, Inc., together with a check in the amount of \$122.50, which represents the cost of filing same. Please file the Articles of Incorporation and return a certified copy to me in the enclosed, self-addressed envelope.

Thank you for your assistance in this matter. If you have any questions, please advise.

Very truly yours,

*Jennifer L. Miller*  
Jennifer L. Miller  
Legal Assistant

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 APR 24 PM 1:59

FILED

:jlm  
Enclosures

D. BROWN APR 26 1995

**ARTICLES OF INCORPORATION  
OF  
SIESTA GULF VIEW VACATION RENTALS, INC.**

**FILED**  
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RECORDS & CLERK  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is **Siesta Gulf View Vacation Rentals, Inc.**

**ARTICLE II - PURPOSE**

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be 420 Beach Road, Sarasota, Florida 34242.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 100 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to

be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable.  
The Corporation elects to have preemptive rights.

#### ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

#### ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

#### ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of seven (7) directors, whose names and street addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CARMINE PROCASSINI	175 Hartshore Road Locust, New Jersey 07760
GEORGE CROSSETT	819 Woodland Avenue Oakmont, Pennsylvania 15139
SANDRA KEITH	320 Bay Vista Avenue Osprey, Florida 34229
DANIEL MASTER	135 Circle Road Staten Island, New York 10304
GUS JOCHEM	4525 Longport Road Columbus, Ohio 43220

**WILLIAM KOCH**

**15 Brittany Place  
Basking Ridge, New Jersey 07920**

**PAT KING**

**5308 Glen Crest Drive  
Glenview, Kentucky 40025**

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

**NAME**

**ADDRESS**

**CARMINE PROCASSINI**

**175 Hartshore Road  
Locust, New Jersey 07760**

**ARTICLE IX - BY-LAWS**

The original By-Laws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge By-Laws as provided in the By-Laws from time to time.

**ARTICLE X - INDEMNIFICATION**

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur

in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

**ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT**


This corporation has named Sandra Keith, as its agent to accept service of process within the State. The street address of the initial registered office is 420 Beach Road, Sarasota, Florida 34242.

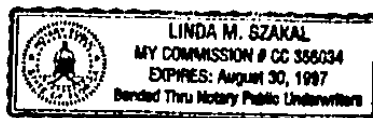
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 19 day of April, 1995.

  
CARMINE PROCASSINI

STATE OF FLORIDA  
COUNTY OF SARASOTA


The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of April, 1995, by **CARMINE PROCASSINI**, who is personally known to me or who produced his know him personally as identification.

  
Notary Public  
Printed Name: LINDA M. SZAKAL  
My Commission Expires: 8/30/97



**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of 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 am familiar with and accept the obligations of any position as registered agent.

  
SANDRA KEITH

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TAMMSEEF, FLAIDA