

Joseph M. Scheyd, Jr. P.A.

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Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-05/15/95--01086--012  
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RE: Articles of Incorporation for Room Makers II, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation, including Registered Agent Certificate, for the above-corporation. Also enclosed is a check in the amount of \$122.50. Please return a file marked copy to the undersigned.

Sincerely,

  
Joseph M. Scheyd, Jr.

JMSjr:tjd

Enclosures

REGISTERED MAY 16 1995

**FILED**  
95 MAY 15 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ROOM MAKERS II, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Room Makers II, Inc.

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing on the date of filing.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and the mailing address of this corporation shall be:

4770 Highway 98 West, Santa Rosa Beach, Florida 32459

P.O. Box 1670, Santa Rosa Beach, FL 32459

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - STOCKHOLDER AND CORPORATION OPTION TO PURCHASE STOCK**

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the corporation, it being the intention to give the corporation a preference in the purchase of such shares, and any attempted sale in violation of this provision

is null and void.

If the corporation does not desire to purchase the shares of stock, the stockholder must then offer the remaining shareholders the option to purchase, it being the intention to give the remaining shareholders the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by the corporation within twenty (20) days thereafter, then any or all of the remaining shareholders have twenty (20) days to exercise their option in pro rata shares thereof. If neither the corporation nor the shareholders exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

#### **ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this corporation is Joseph M. Scheyd, Jr., 305 Main Street, Destin, Florida 32541.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The initial board of directors of this corporation shall consist of two (2) directors:

Director

James P. Boswell, Jr.  
4770 Highway 98 West  
Santa Rosa Beach, FL 32459

Director

Joanne L. Boswell  
4770 Highway 98 West  
Santa Rosa Beach, FL 32459

**ARTICLE IX - INCORPORATORS**

The name and address of the person signing these articles is:

James P. Boswell, Jr.  
4770 Highway 98 West  
Santa Rosa Beach, FL 32459

**ARTICLE X - BY-LAWS**

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

**ARTICLE XI - ACTION WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

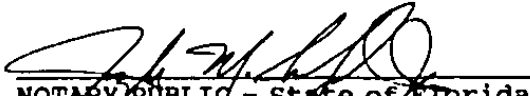
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles Of Incorporation this 10th day of May, 1995.

  
JAMES P. BOSWELL, JR.

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 10th day of May, 1995, by JAMES P. BOSWELL, JR., who is personally known to me or who has produced as identification and acknowledged and declared that he executed the same for the uses and purposes therein set forth.

  
NOTARY PUBLIC - State of Florida  
My Commission Expires: \_\_\_\_\_



JOSEPH M. SCHEYD, JR.  
MY COMMISSION # 00205002 EXPIRES  
March 14, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Room Makers II, Inc.
2. The name and address of the registered agent is Joseph M. Scheyd, Jr. The address of the registered office is 305 Main Street, Destin, Florida 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position.

DATED this 10th day of May, 1995.

  
JOSEPH M. SCHEYD, JR.  
Registered Agent

**FILED**  
95 MAY 15 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA