

1201 HAYS STREET  
TALLAHASSEE, FL 32310  
4-222-  
34-222-  
9 MAY 11 11 40  
SYSTEMS CO

**PR50039024**



ACCOUNT NO. : 872100000032

REFERENCE : 600499 6209A

AUTHORIZATION : *Patricia Lynn*

COST LIMIT : 970.00

ORDER DATE : May 17, 1995

ORDER TIME : 10:31 AM

ORDER NO. : 600499

CUSTOMER NO: 6209A

CUSTOMER: William H. Cauthen, Esq  
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tallahassee, FL 32378-3200

2000001491572

**EFFECTIVE DATE**

MAY 16 1995

DOMESTIC FILING

NAME: HOLIDAY TOWERS, INC

NOTE EFFECTIVE DATE

XX        ARTICLES OF INCORPORATION  
       / CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

**T. BROWN** MAY 17 1995

FILED  
95 MAY 17 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HOLIDAY TOWER, INC.

95 MAY 17 PM 3:41  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I  
Name

The name and address of this corporation shall be:

HOLIDAY TOWER, INC.  
2435 U.S. Hwy. 19 North  
Holiday, FL 34691

EFFECTIVE DATE  
MAY 16 1995

ARTICLE II  
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III  
Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 7,500 shares of common stock (each with a par value of \$1.00).

ARTICLE IV  
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM H. CAUTHEN	215 North Joanna Avenue Tavares, FL 32778-3200

The name and address of the Director(s) are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN GRIZZAFFE	9116 Roberts Road Odessa, FL 33556
VICKI S. GRIZZAFFE	9116 Roberts Road Odessa, FL 33556

ARTICLE V  
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI  
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation.
- (e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock.

ARTICLE VII  
Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself

without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII  
Effective Date

The date of corporate existence shall begin shall be May 16, 1995. This election is pursuant to Florida Statute 607.0123.


ARTICLE IX  
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 215 North Joanna Avenue, Tavares, Florida 32778-3200. The name of the Registered Agent of this corporation is WILLIAM H. CAUTHEN, at the above office address.

ARTICLE X  
Bylaws


Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 16th day of May, 1995.

  
\_\_\_\_\_  
WILLIAM H. CAUTHEN

ACCEPTANCE

I hereby accept appointment as Registered Agent of Holiday Towers, Inc., dated this 16th day of May, 1995.

  
\_\_\_\_\_  
WILLIAM H. CAUTHEN

P95000039224

CAUTHEN & FELDMAN, P.A.  
Attorneys at Law  
5 North Hanna Street  
Tallahassee, Florida 32301  
(904) 343-2225  
FAX (904) 343-7759

William H. Cauthen  
H. John Feldman  
K. Wade Boyette, Jr.

J. Carter Perkins,  
of Counsel

June 1, 1995

Via Certified Mail P 393 879 765  
Return Receipt Requested

9000001508123  
--6708/95--01031--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00


Florida Department of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, FL 32301

RE: State of Change of Registered Agent  
Holiday Tower, Inc.  
Document Number: P95000039224

Dear Sir:

Enclosed please find the Statement of Change of Registered Agent for Holiday Tower, Inc. Also enclosed is our check in the amount of \$35 to cover the cost of same.

If you have any questions, please contact me.

Very truly yours,  
CAUTHEN & FELDMAN, P.A.  
  
William H. Cauthen

WHC/se  
Enclosure

cc: Mr. John Thomas Grizzaffe (w/o enclosure)  
Andrew A. Wunderlin, C.P.A. (w/o enclosure)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN -7 PH 2:06

Change of PA

Florida Department of State, Jim Smith, Secretary of State

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

Pursuant to the provisions of section 607.0502 or 607.1508, 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: Holiday Tower, Inc.

1a. Date of incorporation May 16, 1995 Document number 95000039224

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

William H. Cauthen, 215 North Joanna Avenue, Tavares, FL 32778-3200

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

John Thomas Grizzaffe, 2435 U.S. Hwy. 19 North  
Holiday, FL 34691

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN - 7 PM 2:06

The street address of its registered agent and the street address of the business office of its registered agent as charged, 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.

SIGNATURE John T. Grizzaffe  
(name and title)

John Thomas Grizzaffe, President

DATE May 16, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE John T. Grizzaffe  
(Registered Agent)

DATE May 16, 1995

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