

P95000045300

BURKE & BLUE, P.A.
ATTORNEYS AND COUNSELLORS AT LAW

481 McKENZIE AVENUE
POST OFFICE BOX 70

PANAMA CITY, FLORIDA 32402

TELEPHONE (904) 769-1414
TELEFAX (904) 764-0857

LES W. BURKE
ROD BLUE, JR.
NEVIN J. ZIMMERMAN
EDMUND D. QUINTANA*
EDWARD A. HUTCHINSON, JR.
TIMOTHY M. WARNER**
DAVID M. NOLL
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DUNSTON OFFICE
1904 AIRPORT ROAD, SUITE 210
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TELEPHONE (904) 654-9888
TELEFAX (904) 654-9889

*ALSO ADMITTED IN MISSISSIPPI
BOARD CERTIFIED CIVIL TRIAL LAWYER
**ALSO ADMITTED IN LOUISIANA
***ADMITTED ONLY IN TEXAS

June 2, 1995

EFFECTIVE DATE
JUN 2 1995

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Nautica Development Corporation
Our File No.: N57-5665

6000001507026
-06/07/95--01045--003
****122.50 ****122.50

Gentlemen:

Enclosed please find the original plus one (1) copy of the Articles of Incorporation for the above-captioned corporation.

Additionally, please find enclosed a check in the amount of one hundred twenty-two and 50/100 dollars (\$122.50), which covers the following costs:

1. Filing Fee for Articles of Incorporation
2. Certified Copy of Articles of Incorporation
3. Filing Fee for Registered Agent

FILED
JUN -5 1995
35.00
52.50
35.00
\$122.50
=====

Please return the certified copy to the attention of Mary Boyd, Burke & Blue, P.A., P. O. Box 70, Panama City, Florida 32402.

Should you have any questions or need further clarification regarding the above, please feel free to call our office at your convenience.

If I can be of further assistance, please advise.

JUN 12 1995 BSE

Very truly yours,

Mary Boyd
Mary Boyd
Legal Assistant to Les W. Burke

mb
Encls.

ARTICLES OF INCORPORATION
OF
NAUTICA DEVELOPMENT CORPORATION

FILED
95 JUN -6 PM 5: 18
SECRET
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. Name. The name of this corporation (the "Corporation") shall be:
NAUTICA DEVELOPMENT CORPORATION

EFFECTIVE DATE
JUN 2 1995

2. Purpose. This Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

3. Stock. The capital stock of this Corporation shall consist of Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

4. Term. This Corporation shall have a perpetual existence.

5. Address. The initial street address of the principal office of this Corporation is 1018 East Highway 98, Destin, Florida 32541, and Les W. Burke, 221 McKenzie Avenue, Panama City, Florida 32401, is hereby designated as resident agent for this Corporation.

6. Existence. The date when the corporate existence of this Corporation shall begin is at the time of subscription and acknowledgement of these Articles of Incorporation, that is June 2, 1995.

7. Number of Directors. This Corporation shall initially have one (1) director, but the By-Laws of this Corporation may

provide for such increase in the number thereof as is authorized by law.

8. Directors. The name and street address of the first Board of Directors is as follows:

<u>Name</u>	<u>Street Address</u>
F. W. (Freddie) Schinz	1018 East Highway 98 Destin, Florida 32541

9. Subscriber. The name and street address of the subscriber to this Certificate of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Les W. Burke	221 McKenzie Avenue Panama City, FL 32401

10. Officers. The officers of this Corporation shall be a President and Secretary and such other offices or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 2nd day of June, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.

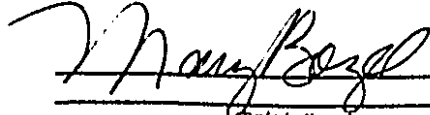


LES W. BURKE

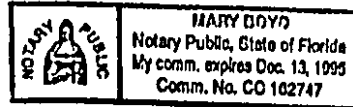
STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 2nd
day of June, 1995, by LES W. BURKE, who is personally known to me.

(SEAL)



(Print Name)
Notary Public
Serial # _____
My Commission Expires: _____



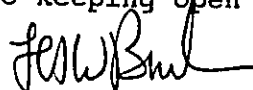
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that NAUTICA DEVELOPMENT CORPORATION desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Destin, County of Okaloosa, State of Florida, has named Les W. Burke, located at 221 McKenzie Avenue, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



LES W. BURKE

(Resident Agent)

FILED
95 JUN -6 PM 5:10
SEC. OF STATE
TALLAHASSEE, FLA.

P95000045300

BURKE & BLUE, P.A.
ATTORNEYS AND COUNSELORS AT LAW

221 McKENZIE AVENUE
POST OFFICE BOX 70

PANAMA CITY, FLORIDA 32402
TELEPHONE (904) 769-1414
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LES W. BURKE
RON BLUE, JR.
NEVIN J. ZIMMERMAN
EDMUND D. QUINTANA
EDWARD A. HUTCHINSON, JR.
TIMOTHY M. WARRNER
DAVID M. NOLL
A. DRYEN DRAHON***
JAMES A. BORD, JR.***
ELIZABETH J. WALTHER

DUSTIN OFFICE
1204 AIRPORT ROAD, SUITE 210
DUSTIN, FLORIDA 32541
TELEPHONE (904) 854-9888
TELEFAX (904) 854-9880

*ALSO ADMITTED IN MISSISSIPPI
BOARD CERTIFIED CIVIL TRIAL LAWYER
**ALSO ADMITTED IN LOUISIANA
***ADMITTED ONLY IN TEXAS
****ALSO ADMITTED IN GEORGIA

August 10, 1995

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

500001560075
-08/15/95--01039--020
*****87.50 *****87.50

Re: Nautica Development Corporation
Name Change to Tiforp Development Corporation
Our File No.: T103-5665

Gentlemen:

Enclosed please find the original plus one (1) copy of the Certificate of Amendment of the Articles of Incorporation of Nautica Development Corporation for the above-captioned.

Additionally, please find enclosed our firm's check in the amount of \$122.50 which covers the following costs:

- | | |
|--|----------|
| 1. Filing Fee for Amendment of Articles of Incorporation | \$ 35.00 |
| 2. Certified Copy of Articles of Incorporation | \$ 52.50 |
| | \$ 87.50 |

Should you have any questions or need further clarification regarding the above, please feel free to call our office at your convenience.

Thanking you for your cooperation, I remain

Very truly yours,

Les W. Burke
Les W. Burke

LWB/mb
Encl.

SH 8/17
NC

95 AUG 14 PM 4:05
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Certificate of Amendment
of the Articles of Incorporation
of
Nautica Development Corporation

In accordance with the provisions of Chapters 607.177 and 607.181-profit; of the Florida Statutes (the "Act"), the undersigned President of Nautica Development Corporation, a corporation organized and existing under the laws of the State of Florida, by Articles of Incorporation filed with the Secretary of State on June 2, 1995, does hereby certify as follows:

FIRST: In accordance with the provisions described in "SECOND" below, the Articles of Incorporation of Nautica Development Corporation, as filed in the office of the Secretary of State, State of Florida, on June 2, 1995, shall, upon the proper filing and recording of this certificate, be amended, but only in the following respects, viz:

Paragraph No. 1 of said Articles of Incorporation is hereby amended so as to substitute in the place of the corporate name of Nautica Development Corporation when the name appears therein, the corporate name:

Tiforp Development Corporation

SECOND: The foregoing amendment to the Articles of Incorporation of Nautica Development Corporation, has been adopted in accordance with the provisions of the Act, that is to say:

- (a) At a Special Joint Meeting of the Board of Directors and Stockholders of Nautica Development Corporation, held on June 20, 1995 at 10:00 a.m., notice of which was duly given to each Director of the corporation, the Board of Directors of the corporation declared the foregoing amendment was desirable and adopted the following resolution:

RESOLVED, that the Articles of Incorporation of the corporation known as Nautica Development Corporation, recorded in the office of the Secretary of state be, and the same hereby are, amended so as to change the corporate name of this corporation from Nautica Development Corporation to Tiforp Development Corporation and Paragraph No. 1 of said Articles of Incorporation is hereby amended so as to substitute in the place of the corporate name of Nautica Development Corporation where the name appears therein, the corporate name Tiforp Development Corporation, and wherever else said name appears in said Articles of Incorporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 14 PM 4:05

- (b) The foregoing amendment was duly submitted to the stockholders of the corporation by the Board of Directors at the Special Joint Meeting on June 20, 1995 at 10:00 a.m., notice of said meeting having been duly given to each stockholder of record of the corporation entitled to vote at such meeting.
- (c) At such Special Joint Meeting of the Board of Directors and Stockholders the foregoing amendment and resolution was unanimously adopted by all stockholders present and entitled to vote thereon.
- (d) Each member of the Board of Directors and each stockholder of the corporation has signified his consent to the foregoing amendment by placing his signature immediately hereafter, each such signature being attested by two (2) witnesses:

WITNESSES:

Ally Harmon
Casey Kent

Fred W. Schinz
Fred W. Schinz, Director and
Stockholder

WITNESSES:

Ally Harmon
Casey Kent

Sharon M. Schinz
Sharon M. Schinz, Director
and Stockholder

- (e) And thereafter, the President of said corporation caused this certificate to be prepared and has executed the same in accordance with provisions of the Act.

IN WITNESS WHEREOF, the undersigned President of Nautica Development Corporation, has caused this Certificate of Amendment of the Articles of Incorporation to be executed under the seal of the corporation on this 20th day of June, 1995

Attest:

Sharon M. Schinz
Sharon M. Schinz, Secretary

Fred W. Schinz
Fred W. Schinz, President

[CORPORATE SEAL]

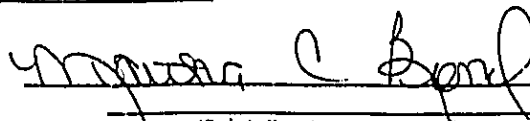
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 14 PM 4:05

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 20th day of June, 1995, by Fred W. Schinz as President and Sharon M. Schinz as Secretary of Nautica Development Corporation, a Florida corporation, on behalf of the corporation. (notary must check applicable box)

- ☒ is personally known to me.
☐ produced a current _____ driver's license as identification.
☐ produced _____ as identification.

(NOTARY SEAL)



(Print Name)

Notary Public

Serial # _____

My Commission Expires: _____

THIS DOCUMENT PREPARED BY:

Les W. Burke, Esq.

BURKE & BLUE, P. A.

P. O. Box 70

Panama City, Florida 32402

MARTHA C. BOND
Notary Public, State of Florida
My Comm. Expires May 23, 1998
No. CC 575101
Bonded thru Official Notary Service

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 14 PM 4:05

P95000045300

WE ARE MOVING!

Our new address will be:

1971 HIGHWAY 98 EAST
DESTIN, FL 32541

This change includes the following companies:

TIFORP DEVELOPMENT CORPORATION
TIFORP CORPORATION
SILVER SHELLS CORPORATION
JADE EAST TOWERS DEVELOPERS
JADE EAST TOWERS INCORPORATED
WINDANCER CORPORATION
F.W. SCHINZ CONSTRUCTION
KRYSTLE SANDS CORPORATION
VILLAS @ CLUB CARIBE CORPORATION
KRYSTAL DUNES INCORPORATED
PARKWAY PAVILION INCORPORATED

LT
4-28