

P95000061254

BEACH ACCOUNTING AND TAX SERVICE, INC.  
17274 SAN CARLOS BOULEVARD, #202  
FORT MYERS BEACH FL 33931

813) 466-6600

July 28, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
PO Box 6327  
Tallahassee, FL 32301

Gentlemen;

400001550884  
-08/01/95--01082--009  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find the Articles of Incorporation for

ROYAL SHELL VACATION PROPERTIES, INC

along with a check in the amount of \$122.50 to cover the various fees and taxes.

Please return any pertinent information to this office.

Cordially,

*Merrilyn Ellison*

Merrilyn Ellison

W95000015244

FILED  
95 AUG -8 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

304  
8/5  
8/9



FLORIDA DEPARTMENT OF STATE

August 3, 1995

Sandra B. Mortham  
Secretary of State

MERRILYN ELLISON  
BEACH ACCOUNTING AND TAX SERVICE, INC.  
17274 SAN CARLOS BLVD, #202  
FORT MYERS BEACH, FL 33931

SUBJECT: ROYAL SHELL VACATION PROPERTIES, INC  
Ref. Number: W95000015644

We have received your document for ROYAL SHELL VACATION PROPERTIES, INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 795A00036554

**FILED**

95 AUG -8 AM 0:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ROYAL SHELL VACATION PROPERTIES, INC**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**Article 1. Name**

The name of the Corporation is ROYAL SHELL VACATION PROPERTIES, INC, and its principal office and mailing address is 1633 Periwinkle Way, Sanibel FL 33957.

**Article 2. Duration**

The duration of the corporation is perpetual.

**Article 2. Purpose**

The general purposes for which the corporation is organized are as follows:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### **Article 4. Capital Stock**

The aggregate number of shares which the corporation is authorized to issue is five hundred (500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The consideration to be paid for each share shall be in money, property or services as determined by the Board of Directors. The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

#### **Article 5. Initial Registered Office and Agent**

The street address of the initial Registered office of the corporation is 17273 San Carlos Blvd., #202, Fort Myers Beach, FL 33931 and the name of the Registered Agent is Larry D. Ellison. The Board of Directors may from time to time move the registered office to any other address in Florida.

#### **Article 6. Initial Board of Directors**

The number of Directors constituting the initial Board of Directors is TWO (2). The number of Directors may be increased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the corporation is as follows:

Nicholas Jambeck

15011 Punta Rassa Rd  
Fort Myers FL 33908

Linda Jambeck

15011 Punta Rassa Rd  
Fort Myers FL 33908

### **Article 7. Incorporators**

The name and address of each Incorporator is as follows:

Nicholas Jambeck	15011 Punta Rassa Rd Fort Myers FL 33908
Linda Jambeck	15011 Punta Rassa Rd Fort Myers FL 33908

### **Article 8. Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders subject to this reservation.

### **Article 9. Indemnification**

The corporation shall indemnify each offices and director including former officers and directors, to the full extent permitted by law.

### **Article 10. Stock Transfer Restrictions**

Shares of capital stock of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<b>Shareholder</b>	<b>Number of Shares</b>
Nicholas Jambeck	250
Linda Jambeck	250

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party.

#### **Article 11. Rights of Initial Directors**

Each of the initial Directors shall have the right to be a Director of the corporation as long as that respective Director is a shareholder of the corporation. By acquiring stock in this corporation, each shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as the Director is a shareholder of the corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is shareholder of the corporation at the time of the amendment.

#### **Article 12. Bylaws**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

### **Article 13. Shareholder Quorum and Voting**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting, in person or by proxy, shall be an act of the Shareholders.

### **Article 14. Director Quorum and Voting**

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the Directors. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting, in person or by proxy, shall be an act of the Board of Directors.

### **Article 15. Dividends**

Dividends may be paid to the Shareholders at the discretion of the Board of Directors.

### **Article 16. Informal Director Action**

Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of Corporation as part of the Corporate Records.

IN WITNESS WHEREOF the undersigned have signed these Articles of  
Incorporation on this 28<sup>th</sup> day of July, 1995.

Nick JAMBECK

LINDA JAMBECK

[Signature]

Linda Jambeck

STATE OF FLORIDA )  
COUNTY OF LEE )

BEFORE ME, the undersigned authority, personally appeared to me well known  
and known to me to be the persons described in and who executed the foregoing Articles  
of Incorporation and acknowledged before me that they executed said instrument for  
purposes therein expressed.

WITNESS my hand and official seal on this 28<sup>th</sup> day of July, 1995.

Merrilyn Ellison  
NOTARY PUBLIC

My Commission Expires:



MERRILYN ELLISON  
MY COMMISSION # CC411783 EXPIRES  
October 5, 1998  
BONDED THROUGH FARM INSURANCE, INC.



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of Royal Shell Vacation Properties, Inc. which is contained in the foregoing Articles of Incorporation.

DATED this 28 day of July, 1995.



Larry D. Ellison  
as Registered Agent

P95000061254

ROYAL SHELL  
*Vacation*  
PROPERTIES

December 7, 1995

Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

400001663314  
-12/22/95--01004--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Please find enclosed ARTICLES OF AMMENDMENT TO ARTICLES OF INCORPORATION requesting a name change of Royal Shell Vacation Properties, Inc. and ARTICLES OF INCORPORATION for Royal Shell Vacation Properties, Inc.

We are requesting the AMMENDMENT and NEW FILING be completed simultaneously. Enclosed are two checks, \$35 for the Ammendment and \$78.75 for the New Filing and Certificate of Status for same.

Thank you for your assistance.

Sincerely,



Joe McTague

FILED  
95 DEC 11 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NIC Amend  
50

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

Royal Shell Vacation Properties, Inc.

---

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Amendment to ARTICLE I      NAME

Royal Shell Holdings, Inc.

FILED  
95 DEC 11 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued share, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

**THIRD:** The date of each amendment's adoption: December 7, 1995

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

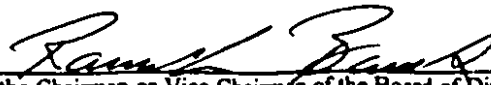
"The number of votes cast for the amendment(s) was/were  
sufficient for approval by \_\_\_\_\_"  
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 7th of December, 19 95.

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Randall J. Bacik

Typed or printed name

Vice President

Title

**Thomas F. Rizzo, LL.M.  
Attorney At Law**

P95000061254

September 2, 1997

Secretary Of State  
Division Of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300002308069--1  
-09/30/97-01079--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles Of Dissolution  
For ROYAL SHELL HOLDINGS, INC.

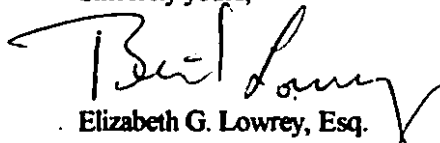
To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Dissolution for ROYAL SHELL HOLDINGS, INC., and a check in the amount of \$35.00 representing the filing fee for same.

Please conform the copy and return the same to my office in the return envelope provided.

Thank you for your assistance.

Sincerely yours,

  
Elizabeth G. Lowrey, Esq.

TFR/lar

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 30 AM 10:27

2340 Periwinkle Way, Suite J-2, Sanibel Island, Florida 33957  
TEL (941) 395-0400 \* FAX (941) 395-0480

ARTICLES OF DISSOLUTION  
OF  
ROYAL SHELL HOLDINGS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 30 PM 10:27

I. The name of this Corporation is ROYAL SHELL HOLDINGS, INC., which was duly incorporated on August 8, 1995, by the State of Florida.

II. The names and office addresses of the officers of this Corporation are as follows:

Nick Jambeck  
1633 Periwinkle Way  
Sanibel Island, FL 33957

Linda Jambeck  
1633 Periwinkle Way  
Sanibel Island, FL 33957

III. The names and office addresses of the directors of the Corporation are as follows:

Nick Jambeck  
1633 Periwinkle Way  
Sanibel Island, FL 33957

Linda Jambeck  
1633 Periwinkle Way  
Sanibel Island, FL 33957

IV. All debts, obligations and liabilities of this Corporation have been paid or discharged.

V. There are no remaining assets or property for distribution to the shareholders.

VI. There are no actions pending against the Corporation.

VII. The Corporation has elected to dissolve on the unanimous written consent of its shareholders and directors. A copy of the consent is incorporated and attached as Exhibit "A".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on September 23, 1997, at Lee County, Florida.

By:   
Nick Jambeck, President

ATTEST:

  
Linda Jambeck, Secretary

STATE OF FLORIDA  
COUNTY OF LEE

On this 23<sup>rd</sup> day of September, 1997, before me personally appeared Nick Jambeck, known to me or who has produced \_\_\_\_\_ as identification, and who did/did not take an oath, and known to be the person who executed the foregoing Articles of Dissolution, and he acknowledged before me that he executed these Articles of Dissolution of ROYAL SHELL HOLDINGS, INC. on behalf of the Corporation.



THOMAS F RIZZO  
My Commission 00423012  
Expires Nov. 20, 1998  
Bonded by HAI  
800-422-1885

  
\_\_\_\_\_  
Notary Public  
Print Name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

**EXHIBIT "A"**

**CONSENT TO DISSOLUTION  
OF  
ROYAL SHELL HOLDINGS, INC.**

We the undersigned, being all of the shareholders, officers and directors of the corporation ROYAL SHELL HOLDINGS, INC., which was duly incorporated on August 8, 1995, by the State of Florida, hereby unanimously agree and consent to the dissolution of the Florida corporation, ROYAL SHELL HOLDINGS, INC.

DATED this 23<sup>rd</sup> day of September, 1997.



Nick Jambeck, President, and  
Treasurer



Linda Jambeck, Vice President, and  
Secretary