

P95000063176



CHRISTOPHER A. ANSELMO, P.A.

Attorney & C.P.A.

2901 WEST STATE ROAD 434, SUITE 111
LONGWOOD, FLORIDA 32779
(407) 774-1040 ~ (407) 774-1041 FAX

August 8, 1995

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

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

Re: *Tropical Escape, Inc.*

Dear Sir or Madam:

EFFECTIVE DATE
8-8-95

Enclosed are the Articles of Incorporation for the above company, together with a check payable to the State of Florida, Secretary of State in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Certificate of Status	8.75
Registered Agent Fee	<u>35.00</u>
	<u>\$78.75</u>

FILED
95 AUG 15 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FL

We would appreciate your filing the Articles and returning a Certificate of Status to us.

Best regards,

CHRISTOPHER A. ANSELMO, P.A.

Denise L. Dickman, CLA

By: Denise L. Dickman, CLA

Enclosure

10107
8-16-95

*Articles of Incorporation
of
Tropical Escape, Inc.*

EFFECTIVE DATE
12.8.95

- ARTICLE I. Name: The name of this corporation shall be: Tropical Escape, Inc.,
- ARTICLE II. Principal Office and Mailing Address: The principal office and mailing address of this corporation shall be: 195 Wekiva Springs Road, Suite 103, Longwood, FL 32779.
- ARTICLE III. Authorized Shares:
1. Voting: The corporation is authorized to have 1000 shares of voting common stock having a par value of \$1.00 per share.
 2. Non-Voting: The corporation is authorized to have 1000 shares of non-voting common stock having a par value of \$1.00 per share.
- ARTICLE IV. Effective Date: If August 8, 1995 is within five business days prior to the date of filing with the Department of State, then August 8, 1995 shall be the "Effective Date," if August 8, 1995 is after the date of filing with the Department of State, then August 8, 1995 shall be the Effective Date; otherwise, the date of filing with the Department of State shall be the Effective Date.
- ARTICLE V. Initial Registered Agent and Address: The name and street address of the initial registered agent is:
- Valencia Lowman, 195 Wekiva Springs Road, Longwood, FL 32779
- ARTICLE VI. Incorporator: The name and street address of the incorporator is:
- Valencia Lowman, 195 Wekiva Springs Road, Longwood, FL 32779
- ARTICLE VII. Initial Board of Directors: The name and address of each member of this corporation's initial Board of Directors is:
- Valencia Lowman, 195 Wekiva Springs Road, Longwood, FL 32779
- Ed Bearden, 195 Wekiva Springs Road, Longwood, FL 32779

In Witness Whereof, the undersigned does hereby execute this instrument as of

August 8, 1995.

X Valencia Lowman
Name: Valencia Lowman, Incorporator

***Organizational Minutes
Board of Directors' Action By Written Consent***

Pursuant to the authority of §607.0205 of the Florida Business Corporation Act, the undersigned, constituting all of the directors of **Tropical Escape, Inc.**, a Florida corporation (the "Corporation"), do hereby affirmatively vote for, consent to, adopt, and approve the following resolutions by written consent:

1. Ratification and Authorization of Certain Acts: All actions taken in good faith by the incorporator(s) in connection with the organization and purpose of the Corporation shall be, and hereby are, ratified, confirmed, and approve in all respects.
2. By-Laws: The By-Laws attached hereto, as Exhibit A, are hereby adopted as the By-Laws of the Corporation.
3. Organizational Expenses: The expenses heretofore incurred in connection with the organization or purpose of the Corporation are hereby assumed and agreed to be paid by the Corporation, and that the Corporation shall reimburse and pay the incorporator(s) all of the funds so expended by them, including filing fees, legal fees, etc.
4. Corporate Seal: The Corporation hereby adopts and approves the following form of corporate seal:
5. Election of Officers: The following persons are hereby elected to serve as officers of the Corporation in the capacities indicated, and to hold office until their successors are duly elected and qualified:

Name

Capacity

Valencia Lowman
Ed Bearden
Valencia Lowman
Valencia Lowman

President
Vice President
Secretary
Treasurer

6. Designation of Depository: *Valencia Bank* (the "Bank"), is hereby designated as the depository of the Corporation, and that the Secretary of the Corporation certify the resolution for the Bank attached hereto, and made apart hereof, as Exhibit B, and that the Corporation resolves the resolutions contained in said Exhibit B, and adopts the same.
7. Establishment of Fiscal Year: The financial affairs of the Corporation are hereby established on a calendar year basis.
8. Certificate Form: The form of certificate of Common Shares of the Corporation attached hereto, and made apart hereof, as Exhibit C, is hereby approved.
9. Subscription: The undersigned hereby subscribe for the number and type of shares of the Corporation indicated below opposite their respective signatures, and agree to pay therefore the sum per share set forth opposite such signatures:

Signatures	Number of Voting Shares	Number of Non-Voting Shares
<i>Valencia Lowman</i> Valencia Lowman	100	
<i>Ed Bearden</i> Ed Bearden	100	

10. Acceptance: The subscriptions for the shares of the Corporation set forth above, at the price per share set forth opposite the signatures of the subscribers, are hereby accepted, and the receipt of the full amounts in consideration therefore is hereby acknowledged by the Corporation.
11. The officers of the Corporation are authorized and directed, by and on behalf of the Corporation, to:
- Issuance:** sign and deliver stock certificates (with the appropriate documentary stamps attached thereto) evidencing the above mentioned shares of the Corporation to those persons who have heretofore subscribed for such shares for the consideration mentioned above and to create a share journal, for insertion in the corporate minute book indicating the current ownership of all outstanding shares, the date of issue, and each certificate number.
 - Corporate Book:** procure a Minute Book for the Corporation and such other books and records for the Corporation as may be appropriate.

- c. **Corporate Maintenance Program:** enter into the corporate maintenance program provided by Christopher A. Anselmo, P.A., if the President, in his discretion, deems it necessary or reasonable.
- d. **Employee Welfare Plan:** establish an Employee Welfare Plan, if deemed necessary or reasonable.
- e. **Employer Identification Number:** apply for and obtain an employer identification number from the Internal Revenue Service.
- f. **Employment Agreements:** enter into any employment agreements if necessary or reasonable and after review and approval by all the Board of Directors.
- g. **Fictitious Name:** register any fictitious name(s), if the President, in his discretion, deems it necessary or reasonable.
- h. **Insurance:** obtain insurance, if necessary or reasonable.
- i. **Local Licenses:** obtain all necessary local licenses, in accordance with applicable law.
- j. **S Corporation Status:** qualify the Corporation as an "S Corporation," as that term is defined in §1361, et. seq., of the Internal Revenue Code of 1986, as amended.
- k. **Shareholder Agreements:** enter into any shareholder agreements if necessary or reasonable and after review and approval by all the Board of Directors.
- l. **Trademark or Service Mark:** register the Corporation's trademark and/or service mark in such jurisdiction(s) as the President, in his sole discretion, deems necessary or reasonable, if applicable.

- m. **General Resolution:** do any and all things necessary and incidental to the general management, control, and operation of the Corporation for the general purpose for which the same was formed under the laws of the State of Florida, and to carry out any and all of the foregoing resolutions and all matters incidental thereto.

The undersigned have executed this instrument as of Aug 8, 1995.

DIRECTORS:

Valencia Lowman

Ed Bearden

**Certificate of Designation
Registered Agent and Registered Office**

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Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Tropical Escape, Inc.**
2. The name and street address of the registered agent and office is:

Valencia Lowman, 195 Wekiva Springs Road, Longwood, FL 32779

By: Valencia Lowman
Name: Valencia Lowman, Incorporator
Date: 8-8-95

HAVING BEEN NAMED AS REGISTERED AGENT 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Valencia Lowman
Name: Valencia Lowman, Registered Agent
Date: 8-8-95

FILED
95 AUG 15 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEBIT MEMORANDUM

FOR OFFICIAL USE

DATE

NUMBER

TO :

DEPARTMENT OF STATE

STATE OF FLORIDA

OFFICE OF STATE TREASURER

TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	801.25	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	801.25	OTHER	4

CROSS
REF

DISTRIBUTION

SAMAS CODE

REASON

AMOUNT

12	45-20-2-130001-45300000-00-000100-00	1	52.50
12	45-20-2-130001-45300000-00-000100-00	1	78.75
12	45-20-2-130001-45300000-00-000100-00	2	122.50
12	45-20-2-130001-45300000-00-000100-00	4	122.50
12	45-20-2-130001-45300000-00-000100-00	1	200.00
12	45-20-2-130001-45300000-00-000100-00	2	225.00

GRAND TOTAL:

\$ 801.25

Process Date: 08/24/95

The above named fund(s) has been reduced by the amount of
this check(s) under authority of Section 215.34, F.S.

Bill Nelson

State Treasurer

ED BEARDEN
MARIA JIMENEZ
329 ASHBURNE DR.
ORLANDO, FL 32835

PH. (407) 521-0354

Pay to
the order of

Bearden
Maria Jimenez

NationsBank USA

Member FDIC
NationsBank of Florida, N.A.
Longwood, Florida

Q2 401 253 110 413

RESERVED FOR THE
FEDERAL RESERVE

Reprinted/Unauthorized Use Prohibited
or as a substitute for cash

☒ Uncashed
☐ Account Closed
☐ No Account
☐ Other

Official Connections

413

⑆063100277⑆ 3516233053⑈ 0413 ⑈0000007825⑈

BARNETT JAX
600-5236496
DA-16, JAX FL
08-16

DEPT OF STATE 4500493
FOR DEPOSIT ONLY
-02/15/95--01058--005
51701444--00000170175



FLORIDA DEPARTMENT OF STATE
Sandra B. Morton
Secretary of State

September 13, 1995

Ed Boarden
Maria Jimenez
329 Ashbourne D.
Orlando, FL 32835

SUBJECT: TROPICAL ESCAPE, INC.
Ref. Number: P95000063176

Debit Memo #: 60688-B

This is to inform you that your check #413 dated August 8, 1995 in the amount of \$78.75 and submitted for TROPICAL ESCAPE, INC. has been returned to us by your bank because of Nonsufficient Funds.

We request that you remit a cashier's check or money order in amount of \$93.75 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashier's check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 895A00042124

cc: Tropical Escape, Inc.
195 Wekiva Springs Rd., Suite 103
Longwood, Florida 32779



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

October 16, 1995

Ed Beardon
Marla Jimenez
329 Ashbourne Dr.
Orlando, FL 32835

SUBJECT: TROPICAL ESCAPE, INC.
Ref. Number: P95000063176

Debit Memo #: 60688-B

Due to your failure to respond to our previous letter advising you of the returned check #413, the Articles of Incorporation for TROPICAL ESCAPE, INC. have been cancelled and are considered not filed as of October 16, 1995.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 795A00046575

cc: Tropical Escape, Inc.
195 Wekiva Springs Rd., Suite 103
Longwood, Florida 32779