

P95000064555

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
DIVISION OF CORPORATIONS
AUG 23 1995

CALIBREIN
SUBJECT: ~~CARRIB~~BEAN VACATIONS, INC.

Enclosed please find an original and two (2) copies of the articles of incorporation together with a check in the amount of \$131.25 to cover costs for the following: 1) filing fee, 2) certified copy of articles, and 3) certificate.

From: Name: David J. Szempruch *DJS*
Address: 5129 Castello Drive, Suite 2
Naples, Florida 33940
Day Phone: (813) 261-8484

FILED
AUG 23 1995
DIVISION OF CORPORATIONS

EFFECTIVE DATE

8-17-95

SN
8/21/95

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

SUBJECT: CARIBBEAN VACATIONS, INC.

Enclosed please find an original and two (2) copies of the articles of incorporation together with a check in the amount of \$131.25 to cover costs for the following: 1) filing fee, 2) certified copy of articles, and 3) certificate.

From: Name: David J. Szempruch *DJS*
Address: 5129 Castello Drive, Suite 2
Naples, Florida 33940
Day Phone: (813) 261-8484

*Attention
Doris Brown*

FROM Adrianna

ARTICLES OF INCORPORATION
OF
CARIBBEAN VACATIONS, INC.

FILED

95 AUG 23 AM 10:35

TALENT RESIDENT FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

1.01. The name of the corporation shall be:

CARIBBEAN VACATIONS, INC.

EFFECTIVE DATE

8-17-95

ARTICLE II COMMENCEMENT AND DURATION

2.01. The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III PURPOSE

3.01. The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV PRINCIPAL OFFICE

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

6313 Corporate Court, Ft. Myers, Florida 33919

ARTICLE V CAPITAL STOCK

5.01. The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five Hundred (500) shares at one dollar (\$1.00) par value
of a single class designated as *Common Stock*.

ARTICLE VI BOARD OF DIRECTORS

6.01. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the Bylaws.

6.02. Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.

6.03. The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

6.04. The names and address of the initial director of the corporation is:

<u>Director</u>	<u>Address</u>
James D. Bell	6431 Royal Woods Drive Ft. Myers, Florida 33908

ARTICLE VII BYLAWS

7.01. The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

7.02. The affirmative vote of the holders of at least sixty percent (60%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

ARTICLE VIII AMENDMENT

8.01. These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of the capital stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE IX PREEMPTIVE RIGHTS

9.01. Every shareholder shall have the right to purchase his or her pro-rata share of any new stock of this corporation of the same kind, class, or series as that which he or she already holds at the price at which said stock is offered to other shareholders.

ARTICLE X INITIAL REGISTERED AGENT AND STREET ADDRESS

10.01 The name and address of the initial registered agent is

Tracey J. Marko
6313 Corporate Court, Ft. Myers, Florida 33919

ARTICLE XI INDEMNIFICATION

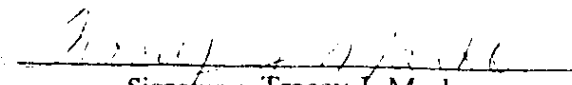
11.01. The corporation shall indemnify any officer(s) or director(s), or any former officer(s) or Director(s), or any person exercising powers and duties as an officer or director of the corporation to the full extent permitted by law.

ARTICLE XII INCORPORATOR(S)

12.01. The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Tracey J. Marko
6313 Corporate Court, Ft. Myers, Florida 33919

The undersigned incorporator has executed these Articles of Incorporation this
August 17, 1995


Signature: Tracey J. Marko

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE

FILED

95 AUG 27 AM 10:35

PURSUANT TO THE PROVISIONS OF SECTION 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: CARIBBEAN VACATIONS, INC.

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

Tracey J. Marko
6313 Corporate Court, Ft. Myers, Florida 33919

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 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.

Tracey J. Marko August 1, 1995
(Signature) (Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314

P95000064555

January 31, 1996

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

RECEIVED
JAN 31 1996
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

re Articles of Amendment for "Caribbean Vacations, Inc "

To whom it may concern,

Please accept the enclosed Articles of Amendment for Caribbean Vacations, Inc I have enclosed a copy to be stamped and returned Please return the copy to

C I Resorts, Inc
4340 W Hillsborough Ave suite 208
Tampa, FL 33614

I have enclosed the \$35 fee for the filing of the articles

If I may be of any assistance, or can answer any questions, please call me during the day at (813) 935-8159

Thank you for your help

Sincerely,

Mathew S. Marko
President

96
FEB-3 1996
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

NO
FRC
9

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Caribbean Vacations, 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)

The name of The corporation shall be amended to read:

"C.I. Resorts, Inc."

96 FEB -8 11:28
FEB 8 1996

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

THIRD: The date of each amendment's adoption: January 30, 1996

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 30 of January, 19 96

Signature

Matthew S. Marko (President)
(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)

Matthew S. Marko

Typed or printed name

President

Title