

P96000102017

JOHN D. CASSELS, JR.
LAURA ANN McCALL

LAW OFFICE OF
CASSELS & McCALL

400 NW SECOND STREET • POST OFFICE BOX 968 • OKEECHOBEE FLORIDA 34972 • TELEPHONE 941-763-3131 • FAX 763-1031

December 12, 1996

800002030048--1
-12/17/96--01022--018
****122.50 ****122.50

Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: BHR RENTALS, INC.

Our File No: 96-6634

Dear Sir/Madam:

You will find enclosed herewith an original executed Articles of Incorporation for BHR RENTALS, INC., along with a copy of same. Also enclosed is our firm's check in the amount of \$122.50 to cover the following:

Filing Fee of Articles	\$25.00
Certified Copy of Articles	\$2.50
Certificate Designating Resident Agent	\$95.00

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,


JOHN D. CASSELS, JR.

JDC/lfk

Enclosures: As stated.

cc: Robert J. Walker

FILED
96 DEC 16 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-18-96
lfk

**ARTICLES OF INCORPORATION
OF
BHR RENTALS, INC.**

FILED
96 DEC 16 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of this corporation is **BHR RENTALS, INC.**

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.
2. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is **ONE HUNDRED (100)**. Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons.

ARTICLE V

The address of the initial registered office of the Corporation is: 2001 Hwy 78 West, Okeechobee, Florida 34974. This also represents the mailing address of the Corporation.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation are two. The name and address of the persons who are to serve as the member of the initial Board of Directors are:

ROBERT J. WALKER

544 Foxtrot Avenue NE
Lakeport, Florida 34971

DONNA J. WALKER

544 Foxtrot Avenue NE
Lakeport, Florida 34971

ARTICLE VII

Directors - Removal by Stockholders. The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.

ARTICLE VIII

Directors - Indemnification. The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX

Stockholders - Meetings. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote all of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business.

The affirmative vote of all of the outstanding shares of the Corporation shall be considered the act of the stockholders.

ARTICLE X

Directors - Meetings. A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI

The name and address of the incorporator is: ROBERT J. WALKER, 544 Foxtrot Avenue NE, Lakeport, Florida 34971.

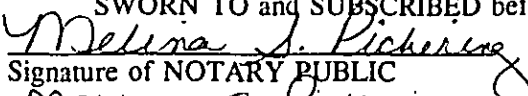
Executed by the undersigned at Okeechobee, Florida on this 6th day of ~~October~~ ^{Nov.}, 1996.

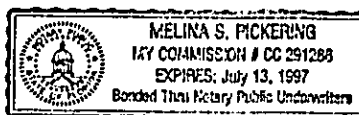

ROBERT J. WALKER

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 6th day of ~~October~~ ^{Nov.}, 1996, by ROBERT J. WALKER, () who is personally known to me, or (x) who has produced Florida Drivers License as identification.

SWORN TO and SUBSCRIBED before me this 6th day of ~~October~~ ^{Nov.}, 1996.


Signature of NOTARY PUBLIC
MELINA S. PICKERING
Printed Name of NOTARY PUBLIC
My commission expires:



CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE


I, ROBERT J. WALKER, hereby agree to be the resident agent for BHR RENTALS.
INC., and further hereby agree to accept any and all correspondence directed to said corporation
and addressed to the registered office at 2001 Hwy 78 West, Okeechobee, Florida 34974.

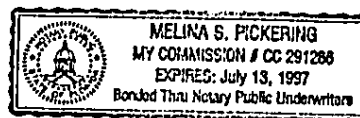

ROBERT J. WALKER

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 6th day of ^{Nov.}~~October~~, 1996,
by ROBERT J. WALKER, () who is personally known to me or (x) who has produced
Fl. Driver's License as identification.

SWORN TO and SUBSCRIBED before me this 6th day of ^{Nov.}~~October~~, 1996.


Signature of NOTARY PUBLIC
MELINA S. PICKERING
Printed name of NOTARY PUBLIC
My commission expires:



FILED
96 DEC 16 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000/02017

JOHN D. CASSELS, JR.
LAURA ANN McCALL

LAW OFFICE OF
CASSELS & McCALL

POST OFFICE BOX 968 • 400 NW 2ND STREET • OKEECHOBEE, FLORIDA 34973 • TELEPHONE 941-763-3131 • FACSIMILE 941-763-1031

June 24, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

RE: BHR RENTALS, INC., Dissolution of Corporation
Our File Number: 6634

70000222-107--3
-07/01/97 331--001
*****35.00 *****35.00

Dear Sir/Madam:

700002227407--3
-07/01/97-01031--002
*****52.50 *****52.50

In reference to the above matter, enclosed please find the following:

- 1) Articles of Dissolution;
- 2) Plan of Liquidation;
- 3) Check in the amount of \$35.00, which reflects your fee for filing of same.
- 4) Check in the amount of \$52.50, which reflects your fee for obtaining a Certified Copy of the Articles of Dissolution.

Naturally, if you should have any questions regarding the foregoing, please do not hesitate to contact me.

With kindest regards, I am

Sincerely,


JOHN D. CASSELS, JR.

JDC/jrp

Enclosures: As stated.

CC: Mr. & Mrs. Robert J. Walker

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 30 PM 3:50

void

JUL 3 1997

ARTICLES OF DISSOLUTION
PURSUANT TO SECTION 607.267
OF THE
FLORIDA GENERAL CORPORATION ACT

Pursuant to the provisions of Section 607.267 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is **BHR RENTALS, INC.**
2. The names and the respective addresses of its officers are:

ROBERT J. WALKER, President
544 Foxtrot Avenue Northeast
Lakeport, Florida 34971

DONNA J. WALKER, Vice President, Secretary, Treasurer
544 Foxtrot Avenue Northeast
Lakeport, Florida 34971

3. The names and the respective addresses of its directors are:

ROBERT J. WALKER, Director
544 Foxtrot Avenue Northeast
Lakeport, Florida 34971

DONNA J. WALKER, Director
544 Foxtrot Avenue Northeast
Lakeport, Florida 34971

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.
5. All remaining property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interest.
6. There are no actions pending against the corporation in any court.
7. A statement of intent to dissolve the corporation is attached to.

DATED this 25th day of June, 1997.

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 30 PM 3:50

Robert J. Walker
ROBERT J. WALKER, 50% Shareholder

Donna J. Walker
DONNA J. WALKER, 50% Shareholder

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 25th day of June, 1997, by ROBERT J. WALKER and DONNA J. WALKER, () who are personally known to me or (☒) who have produced FL DL as identification.

SWORN TO and SUBSCRIBED before me this 25th day of June, 1997.

Jill R. Pitts
Signature of NOTARY PUBLIC

Jill R. Pitts
Printed name of NOTARY PUBLIC



JILL R. PITTS
MY COMMISSION # CC762504 EXPIRES
March 20, 1998
BONDED THRU TROY FAH INSURANCE, INC.

My commission expires:

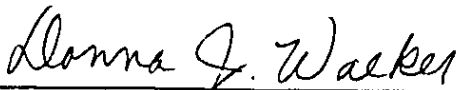
PLAN OF LIQUIDATION

I, **DONNA J. WALKER**, Secretary of **BHR RENTALS, INC.**, a Florida corporation, do hereby certify that at a meeting of the Board of Directors of **BHR RENTALS, INC.**, duly held on June 24, 1997, the following resolution was unanimously adopted:

"RESOLVED: That all the business affairs and assets of **BHR RENTALS, INC.**, a Florida corporation, be liquidated, and the corporation dissolved, under the following Plan of Liquidation:

1. That there are no assets of this corporation and therefore no assets to be distributed to the shareholders.
2. That there are no liabilities of this corporation and accordingly, no payments need to be paid to any creditor.
3. That this corporation shall cease and discontinue its business and business operations, except such operations as may be necessary to complete the liquidation of this corporation.
4. That the officers of this corporation are authorized to file Articles of Dissolution with the Secretary of State or any federal agency.

WITNESS my hand and corporate seal this 25th day June, A.D. 1997.


DONNA J. WALKER, Secretary