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AmeriLawyer®
(Reuperiot's Nation) 343 AUMERIA AVENUE
CORAL GABLES, I'L 33134 - (305) 445-2700
(City, State, Zip) (Phone #)

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Examiner's Initials

OFFICE USE ONLY

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NEW FILINGS	AMENDMENTS Amendment			
NonProfit	Resignation of R.A., Officer	r/Director	<u> </u>	<del>ر</del> .
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Domestication	Dissolution/Withdrawal			
Other	Merger			
OTHER FILINGS	REGISTRATION/			
Annual Report	QUALIFICATION			
Fictitious Name	Foreign			
Name Reservation	Limited Partnership Reinstatement		•	

Trademark

#### ARTICLES OF INCORPORATION

**OF** 

### GULF COAS' LANDOWNER'S ASSOCIATION, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

#### **ARTICLE 1 - NAME**

The name of the Corporation is **GULF COAST LANDOWNER'S ASSOCIATION**, **INC.**, (hereinafter, "Corporation").

#### **ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 23009 Peachland Boulevard, Port Charlotte, Florida 33952 and the mailing address is Post Office Box 2437, Port Charlotte, Florida 33949.

#### **ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez 343 Almeria Avenue Coral Gables, Florida 33134

#### **ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:

Dennis M. Krett

Secretary: Treasurer:

Dennis M. Krett Dennis M. Krett

whose addresses shall be the same as the principal office of the Corporation.



#### ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Donnis M. Krott

whose addresses shall be the same as the principal office of the Corporation.

#### ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED** (7,500) shares of common stock, each share having the par value of **ONE DOLLAR** (\$1.00).
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



#### ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Amerikawyer<sup>®</sup> Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is Amerikawyer<sup>®</sup> Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### <u> ARTICLE 16 - AMENDMENT</u>

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



# ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

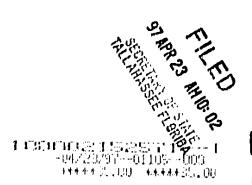
AmeriLawyar® Chartered

Natalia Utrera, Vice President

# P96000047872

April 21, 1997

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



Dear Sirs:

Attached please find Articles of Dissolution form for the Corporation Gulf Coast Landowner's Association, Inc. The Corporation has not commenced business.

I have enclosed a check for \$ 35.00 for the filing fee.

If you have any questions or need additional information please contact me at:

Dennis M. Krett P.O. Box 2437 Port Charlotte, Florida 33949 941-624-4853

Thank you for your prompt attention to this matter.

Sincerely.

Dennis M. Krett

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## ARTICLES OF D'SSOLUTION

Pursuam a articles of	o 607.1401, Florida Statutes, this Florida profit corporation submits the following dissolution:
first;	The name of the corporation is: GULF COAST  LANDOWNER'S ASSOCIATION, TNC.
<del></del>	LANDOWNER'S ASSOCIATION, TNC.
SECOND:	The articles of incorporation were filed on: $\frac{\omega/5/96}{}$
THIRD:	(CHECK ONE)
	None of the corporation's shares have been issued.
	The corporation has not commenced business.
FOURTH:	No debt of the corpo ation remains unpaid.
FIFTH:	The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.
SIXTH:	Adoption of Dissolution (CHECK ONE)
	A majority of the incorporators authorized the dissolution.
	A majority of the directors authorized the dissolution.
Signe	d this <u>21st</u> day of <u>april</u> , 19 <u>97</u>
Signature	eM!ust
	(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)
_	DENNIS M KRETT (Typic 3r printed name)
	PRESIDENT (Title)