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TRANSMITTAL LETTER

FILED

96 SEP 18 AM 11:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

200001950692  
-09/18/96--01069--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: SURF DESIGNS INTERNATIONAL, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check  
for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Carl R. Hagerstrom, Jr.  
Name (printed or typed)

2120 Laguna Way  
Address

Naples, Florida 34109  
City, State & Zip

(941) 566-3054  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

TH  
9-20-96

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**ARTICLES OF INCORPORATION**

**OF**

**SURF DESIGNS INTERNATIONAL, INC.**

**FILED**  
**96 SEP 18 AM 11:47**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of SURF DESIGNS INTERNATIONAL, INC., and hereby set forth and declare:

**CHARTER**

**Article I**

The name of the corporation shall be SURF DESIGNS INTERNATIONAL, INC., County of Collier, State of Florida.

**Article II**

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

**Article III**

The amount of capital stock of this corporation shall be One Hundred (100) shares of \$5.00 par value stock, which said stock shall be nonassessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

**Article IV**

The corporation will be an S Corporation under section 1362 of the Internal Revenue Code and shall commence business on filing with the Secretary of State.

**Article V**

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

#### **Article VI**

The principal place for the transaction of its business shall be 2120 Laguna Way, Town of Naples, County of Collier, in the State of Florida. The said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

#### **Article VII**

The corporation shall have a Board of two (2) Directors and may be increased to not more than three (3) Directors. The number of Directors each year may be determined by the Shareholders at their annual meeting, or may be fixed by the Bylaws.

#### **Article VIII**

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents, and factors shall be chosen in such manner, hold their office for such a term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

**MAURICIO GIL**

**President/Secretary/Director**

**1089 Sperling Ave.**

**Naples, FL. 34103**

**CARL R. HAGERSTROM, JR.**

**Vice-President/Treasurer/Director**

**2120 Laguna Way**

**Naples, FL. 34109**

#### **Article IX**

The names and post office addresses of such subscribers of these Articles of Incorporation, with the amount of stock subscribed for the agreed to be taken by each are as follows:

MAURICIO GIL  
1089 Sperling Ave.  
Naples, FL. 34103

50 Shares

CARL R. HAGERSTROM, JR  
2120 Laguna Way  
Naples, FL. 34109

50 Shares

#### Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

#### Article XI

The street address of the initial registered office of this corporation is 2120 Laguna Way, Naples, FL. 34109, and the name of the initial registered agent of this corporation at that address is CARL R. HAGERSTROM, JR. The current mailing address of this corporation shall be 2338 Immokalee Rd. #368 Naples FL. 34109 and may be changed by the Directors with proper notice to the State of Florida Division of Corporations.

#### Article XII

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

#### Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may not alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

#### Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

#### Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of such director or officer.

#### Article XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, (b) by written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

 (SEAL)  
CARL R. HAGERSTROM, JR.

WITNESS my hand and official seal this 6 day of September, 1998.

*Kris Hagerty*  
Notary Public

**1968 MAJORITY**  
**MY COMMISSION # 00 50902**  
**EXPIRES: June 27, 1969**  
**Bonded Three Heavy Public Underwriters**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is: SURF DESIGNS INTERNATIONAL, INC.


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

Carl R. Hagerstrom, Jr.  
(NAME)

2120 Laguna Way  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Naples, Florida 34109  
(CITY/STATE/ZIP)

*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.*

  
(SIGNATURE)

9/16/96  
(DATE)