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TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

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OFFICE USE ONLY

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SEP 24 PM 1:54
CLERK OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Bayshore Hotel Corporation
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time _____

☐ Mail out

☒ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

RECEIVED
SEP 24 PM 12:37
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials W

SEP 24 1996

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100 SOUTH ANHLEY DRIVE
SUITE 2200
TAMPA, FLORIDA 33602

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P.O. Box 172247
TAMPA, FLORIDA 33672

September 23, 1996

VIA FEDERAL EXPRESS

Todd Sterzoy, Legal Assistant
Holland & Knight
315 South Calhoun, Suite 600
Tallahassee, FL 32301

Re: Incorporation of Bayshore Hotel Corporation

Dear Mr. Sterzoy:

Pursuant to your telephone conversation with Martha McNamee in our office, enclosed herein are the original Articles of Incorporation of Bayshore Hotel Corporation, along with a check in the amount of \$122.50 made payable to the Department of State, which represents their fee for the filing of said Articles and for a certified copy of the certificate for the corporation.

This will confirm that you have agreed to "walk through" the Articles of Incorporation with the Secretary of State on September 24, 1996 and will obtain a certified copy of the certificate for the corporation on that date. Please provide a copy of said certificate to us (via facsimile at the number listed above) as soon as possible on September 24, 1996.

As I understand, you will send us a bill at a later date for your services with respect to this matter.

We appreciate your assistance. Should you have any questions, please feel free to contact me directly or my legal assistant, Terri Pippin.

Sincerely yours,


Brian M. Ross

BMR/tlp
Enclosures
File No. 126-743
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**ARTICLES OF INCORPORATION
OF
BAYSHORE HOTEL CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE, 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

The name of the corporation shall be Bayshore Hotel Corporation.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is one million shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or

proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 6 directors whose name and address is as follows:

Susan R.L. Abrahamson, Chairman
5341 Gulf of Mexico Dr.
Longboat Key, FL 34228

James A. Abrahamson, President
5341 Gulf of Mexico Dr.
Longboat Key, FL 34228

Christopher R. Lewis, Vice-President
4609 Clarksdale Lane
Brandon, FL 33511

James W. Lewis, Jr., Secretary
4507 Country Gate Court
Valrico, FL 33594

James W. Lewis, Jr., Treasurer
4507 Country Gate Court
Valrico, FL 33594

Beth C. Lewis, Director
4507 Country Gate Court
Valrico, FL 33594

Jeanne M. Lewis, Director
4507 Country Gate Court
Valrico, FL 33594

ARTICLE IX

The initial registered agent of the corporation is Brian M. Ross. The street address of the corporation's initial registered office is 100 South Ashley Drive, Suite 2200, Tampa, FL, 33602.

ARTICLE X

The principal place of business and mailing address of this corporation shall be 3016 U.S. Highway 301 North, Suite 400, Tampa, FL, 33619.

ARTICLE XI

The name and address of the incorporator to these Article of Incorporation is Brian M. Ross, Esquire, 100 South Ashley Drive, Suite 2200, Tampa, FL 33602.

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of September, 1996.

I accept my position as Registered Agent of said corporation.



Signature of Incorporator / Registered Agent

BRIAN M. ROSS, ESQUIRE
Printed Name of Incorporator

File No. 126-743
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA