

# P960000090475

Margaret [unclear]  
Requestor's Name

Ausley McMullen, P.A.  
Address

City/State/Zip Phone # 224-9115 X518

Office Use Only

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
96 NOV - 4 PM 4: 18

FILED

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

- \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input 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                                |

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

| 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               |

**ARTICLES OF INCORPORATION  
OF  
WATER-WORKS MARINE, INC.**

**FILED**  
96 NOV -4 PM 4: 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I.  
Name and Principal Office**

The name of this Corporation shall be **WATER-WORKS MARINE, INC.** The principal place of business is 204 Ryan Drive, Carrabelle, Florida 32322 and the mailing address of this Corporation is Post Office Box 1320, Carrabelle, Florida 32322.

**ARTICLE II.  
Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the Florida Business Corporation Act for retail sales and related activities.

**ARTICLE III.  
Stock**

The authorized capital stock of this Corporation shall consist of 100 shares of common stock with a par value of \$10.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the

transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.  
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.  
Incorporator**

The name and street address of the Incorporator of this Corporation is as follows:

DANIEL M. AUSLEY  
Post Office Box 1320  
Carrabelle, FL 32322

**ARTICLE VI.  
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.  
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 316 East Jefferson Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be MARGARET B. AUSLEY. The Board of Directors may from time to time

change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.  
Number of Directors**

This Corporation shall have no less than one (1) Director. The number of Directors may be increased or decreased from time to time in the manner provided in the By-Laws adopted by the Shareholders.

**ARTICLE IX.  
Initial Board of Directors**

The initial Board of Directors shall consist of one (2) persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

DANIEL M. AUSLEY  
204 Ryan Drive  
Carrabelle, FL 32322

KELLEY N. AUSLEY  
204 Ryan Drive  
Carrabelle, FL 32322

**ARTICLE X.  
Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers as required by the corporate By-laws. A person may hold more than one

office. The names and addresses of the initial officers are as follows:

|                            |  |
|----------------------------|--|
| President and<br>Treasurer | DANIEL M. AUSLEY<br>Post Office Box 1320<br>Carrabelle, FL 32322 |
|----------------------------|--|

|                                 |  |
|---------------------------------|--|
| Vice-President<br>and Secretary | KELLEY N. AUSLEY<br>Post Office Box 1320<br>Carrabelle, FL 32322 |
|---------------------------------|--|

**ARTICLE XI.  
Transactions In Which Directors  
Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a

3

vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.


#### **ARTICLE XII. Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, except as required by law. The Corporation shall not be required to file a balance sheet or profit and loss statement in its registered office, except as required by law. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

ARTICLE XIII.  
Amendment

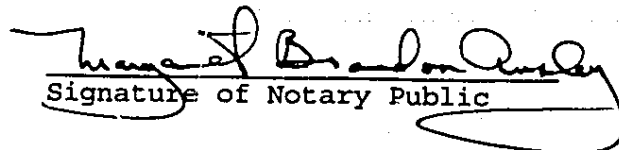
These Articles of Incorporation may be amended only by: (a) a unanimous affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 31<sup>st</sup> day of October, 1996.

  
DANIEL M. AUSLEY  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of October, 1996, by DANIEL M. AUSLEY, who is personally known to me.

  
Signature of Notary Public



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

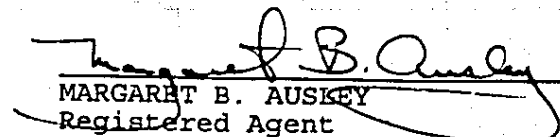
In compliance with Florida Statutes, Sections 48.092 and 607.0501, the following is submitted:

WATER-WORKS MARINE, INC., desiring to organize as a corporation under the laws of the state of Florida, has designated 316 East Jefferson Street, Tallahassee, Florida 32301, as its initial registered office and has named MARGARET B. AUSLEY, located at said address, as its initial Registered Agent.

  
DANIEL M. AUSLEY  
Incorporator

Date: October 31, 1996

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as Registered Agent.

  
MARGARET B. AUSLEY  
Registered Agent  
Date: October 31, 1996

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