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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 144257 10264A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : November 5, 1996

ORDER TIME : 11:19 AM

ORDER NO. : 144257-005

CUSTOMER NO: 10264A

CUSTOMER: John Fenniman, Esq  
JOHN FENNIMAN, CHARTERED

735 Colorado Avenue

Stuart, FL 34994

700001996517--0  
-11/05/96--01132--016  
\*\*\*\*131.25 \*\*\*\*131.25

DOMESTIC FILING

NAME: WAILANA, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED  
96 NOV -5 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECORDED  
96 NOV -5 PM 1:14  
DIVISION OF CORPORATION

11-6-96  
KR

**JOHN FENNIMAN, CHARTERED**

ATTORNEYS AT LAW

735 COLORADO AVENUE

P.O. BOX 2473

STUART, FLORIDA 34995

JOHN FENNIMAN

TELEPHONE  
407-287-4300

November 5, 1996

State of Florida  
Secretary of State  
The Capitol  
Tallahassee, Florida 32301

**VIA HAND DELIVERY**

RE: Corporate filings

Gentlemen:

Enclosed for filing are the **Articles of Incorporation of Wailana, Inc.**, together with a duplicate counterpart which we request that you certify and return together with a Certificate of Status of the newly formed corporation. Our firm's check payable to the Secretary of State in the amount of \$131.25 is enclosed for fees as follows:

Filing Fees w/Certified Copy	122.50
Certificate of Status	<u>8.75</u>
Total	<u>\$131.25</u>

Please deliver the certified copy of the Articles, together with the Certificate of Status to an agent for Corporation Information Services for return to our office.

Should you have any questions or need additional information, please contact the undersigned or Janice Fenniman at (561) 287-4300.

Sincerely,

  
John Fenniman

JF/kmr

Enclosures

FILED  
96 NOV -5 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**WAILANA, INC.**

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is **WAILANA, INC.**

**ARTICLE II - DURATION**

The period of the Corporation is perpetual.

**ARTICLE III - PURPOSE**

The purposes for which the corporation is organized are:

1. To engage in any activity or business permitted under the laws of the United States or the State of Florida.
2. To do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes and for the purpose of transacting any or all lawful business. The Corporation shall have all the enumerated powers set forth in the Florida Business Corporation Act and other powers that are not forbidden by the Florida corporation laws or by other law or by these Articles of Incorporation.

#### **ARTICLE IV - CAPITAL STOCK**

1. Number. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with no par value.
2. Initial Issue. 1,000 shares of the Capital Stock of the corporation shall be issued for a nominal cash value of \$0.01 per share.
3. Stated Capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
4. Dividends. The holders of the outstanding capital stock shall be entitled to receive, when as and if declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.
5. No classes of stock. The shares of the corporation are not to be divided into classes.
6. No shares in series. The corporation is not authorized to issue shares in series.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The initial street address in Florida of the initial registered office of the corporation is 3500 South Kanner Highway, #86, Stuart, Florida 34994, and the name of the initial registered agent at such address is Nancy Ann Martin.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The name and address of the persons who shall serve as directors until the first annual meeting of shareholders, or until his successor shall have been elected and qualified, is as follows:

Nancy Ann Martin  
3500 South Kanner Highway, #86  
Stuart, FL 34994

Denise A. Gullo  
3500 South Kanner Highway, #86  
Stuart, FL 34994

## **ARTICLE VIII - INCORPORATORS**

The name and address of the initial incorporator is as follows:

Nancy Ann Martin  
3500 South Kanner Highway, #86  
Stuart, Florida 34994

## **ARTICLE IX - SHAREHOLDER ACTION**

An affirmative vote of three-fourths (3/4) of the shares of the corporation shall be required for any shareholder action.

## **ARTICLE X - AMENDMENT**

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

## **ARTICLE XI - PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

**ARTICLE XII - PRINCIPAL OFFICE**

The address of the principal office of 3500 South Kanner Highway, #86, Stuart, Florida 34994.

IN WITNESS WHEREOF, THE UNDERSIGNED has executed these Articles of Incorporation on this 9 day of October, 1996.

Nancy Ann Martin  
NANCY ANN MARTIN

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing Articles of Incorporation were sworn to before me by NANCY ANN MARTIN, Incorporator of WAILANA, INC., this 9 day of October, 1996.



John H. Furman  
MY COMMISSION # CC348064 EXPIRES  
February 20, 1998  
BONDED THIRD TROY FARM INSURANCE, INC.

John H. Furman  
Notary Public  
My Commission Number is:  
My Commission Expires:

**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as Registered Agent and to accept service of process for this Corporation at the office designated in the foregoing Articles of Incorporation, 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 obligation of my position as Registered Agent.

Nancy Ann Martin  
NANCY ANN MARTIN

Date: October 9, 1996.

FILED  
96 NOV -5 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA