

S

11:05 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000000659 777))

P97000003251

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SMUGGLER'S RUN, INC.

AUDIT NUMBER.....H97000000659

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
help F1 Option Menu F2

NUM CAPS Connect: 00:03:42

97 JAN 13 PM 1:15  
TALLAHASSEE, FLORIDA

1/13/97  
TK

RECEIVED  
97 JAN 13 PM 12:45  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SMUGGLER'S RUN, INC.

97 JAN 13 PM 1:15  
FILED  
TALLAHASSEE, FLORIDA  
H97000000659

The undersigned has executed the following document as incorporator of the above corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator and those of the corporation are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: SMUGGLER'S RUN, INC.

ARTICLE II

The general nature of the business proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(a) To engage in the business of operating boats for the transportation and entertainment of the general public, operating water-borne entertainment and sight-seeing tours, operating boats and vessels of every description and to sell goods, wares and merchandise in connection therewith.

(b) To buy, sell, trade, or deal in any kind of goods, wares, and merchandise.

(c) To purchase, acquire, hold, sell, convey, mortgage, lease, exchange, and otherwise deal in real estate and personal property of every kind, nature and description whatsoever.

(d) To build upon or, in any other manner, improve real estate owned by it.

(e) To lend money secured by mortgage or other security, or without security, for itself, or on a commission basis for others; to borrow money for the purpose of investment, or for any of the purposes of this corporation, and to issue bonds, debenture stock, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or

Margaret Tobin Mills, Esq. 1

507 Whitehead St.

Key West, FL 33040

FBN. 966363  
(305) 896-0450

H97000000659

H97000000659

personal property of this corporation, to buy and sell negotiable paper, to execute deeds, mortgages, contracts, releases, and such other instruments as may be necessary for the carrying on of the business above designated.

(f) To acquire by purchase, subscription or otherwise, and to hold for the purpose of investment or otherwise, and to own, sell or otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, commercial papers, or otherwise deal with other evidences of debt, issued by any one or more persons, firms, corporations, or associations, either foreign or domestic, and whether now or hereafter organized, and while the owner thereof, to execute all the rights, powers and privileges of ownership; to guarantee or become surety with respect to any obligation of any of said persons, firms, associations or corporations, contained in any of said securities.

(g) To aid in any lawful manner any corporation, firm or a association or individual of which the bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve and improve or enhance the value of any such bonds or other acts which may be permitted by law to private persons in the carrying on of the business above designated,

(h) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds, or other obligations, from time to time to such an extent and in such manner, and upon such terms as its Board of Director shall determine, provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of this corporation, and provided further that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(i) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties, and holdings, and to have, enjoy and exercise all the rights, powers and privileges which are now, or hereafter may be conferred upon corporations organized under the same statutes as this corporation.

(k) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida by virtue of its corporate act.

The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers allowed to

H97000000659

corporations by the statutes of the State of Florida. H97000000659

#### ARTICLE III.

The amount of the authorized capital stock of this corporation shall be ten thousand (10,000) shares. The shares shall have a par value of ONE DOLLAR (\$1.00) each.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators at the organization meeting. Fractional shares of stock may be issued.

#### ARTICLE IV

The term for which this corporation shall exist is perpetual.

#### ARTICLE V

The place of business of this corporation shall be 13 Hilton Haven Drive, Key West, Florida, and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and may maintain offices in such places for the transaction of its business.

#### ARTICLE VI

The initial Board of Directors shall consist of one (1) person and the person who is to serve as the initial director is WILLIAM R. GROSSCUP, whose address is 13 Hilton Haven Drive, Key West, Florida, 33040.

#### ARTICLE VII

The name of the subscriber of these Articles of Incorporation is WILLIAM R. GROSSCUP, whose address is 13 Hilton Haven Drive, Key West, Florida 33040.

#### ARTICLE VIII

The name of the initial Registered Agent is WILLIAM R. GROSSCUP, whose address is 13 Hilton Haven Drive, Key West, Florida, 33040.


H97000000659

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 10th day of January, 1997.

  
Incorporator

CERTIFICATE OF ACCEPTANCE

Having been named as registered agent to accept service of process for SMUGGLER'S RUN, INC. at 13 Hilton Haven Drive, Key West, Florida in the Articles of Incorporation of said corporation, I hereby agree to act in that capacity, to comply with the provisions of 48.091, Florida Statutes and to comply with the provisions of all other statutes relating to the proper and complete performance of my duties.

  
Registered Agent

This instrument prepared by:  
MARGARET TOBIN HILLS  
Attorney at Law  
507 Whitehead Fleming Street  
Key West, Florida 33040  
Florida Bar No. 966363

97 JAN 13 PM 1:15  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

H97000000659