

TRANSMITTAL LETTER

P97000005131

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

SUBJECT:

KEY WEST BAIT AND TACKLE CO.
(Proposed corporate name - must include suffix)

(SUBCHAPTER S)

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:

RICHARD DOSTAL
Name (Printed or typed)

201 MARGARET ST
Address

KEY WEST, FL. 33040
City, State & Zip

(305) 292-1961
Daytime Telephone number

400002056614--3
01/14/97--01063--005
*****78.75 *****78.75

FILED
97 JAN 13 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

CERTIFICATE OF ARTICLES OF INCORPORATION

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability rights, privileges and immunities of a corporation for profit.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be: KEY WEST BAIT & TACKLE CO.

ARTICLE II.

The general nature of the business and objects and purposes 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 import, export, promote, distribute, wholesale and retail sport and commercial fishing tackle and marine supplies along with related consume products:

To promote and manage sport fishing competition and tournaments:

To operate and manage commercial charter fishing craft and other water related recreational enterprises.

(b). To arrange for, sell tickets, or take reservations for any vessel, on land, sea, or air, and to make similar arrangements for any other event, travel, or for lodging.

(c). To operate a food business, both wholesale and retail, including but not limited to beverages, both alcoholic and non-alcoholic.

(d). To import or export any vehicles or machinery, or any other general merchandise.

(e). To manufacture, make, sell, distribute and handle in any way that may be deemed to the best interests of the corporation, any merchandise or by-product that may be the result of making or manufacturing products in connection with the business operated by this corporation. or as a result of exploitation of any patent rights of whatever nature that may be acquired by this corporation.

(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 stock, bonds, mortgages, securities, notes, commercial papers, or otherwise deal with other evidences of debt, issued by any governmental, state, county, or other public authority, or by anyone 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 build upon or in any other manner, improve real estate owned by it.

(h). 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

releases, and such other instruments as may be necessary for the carrying on of the business above designated.

(i). 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.

(j). To aid in any lawful manner any corporation, firm or 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 designed 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.

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

(l). To organize or cause to be organized under the laws of the State of Florida, or of any other state, district, territory, province or government, corporation or corporations for the purpose of accomplishing any or all of the objects for this corporation is organized, and to dissolve, windup, liquidate, merge, or consolidate any such organization or corporations, or to cause the same to be dissolved, wound-up, liquidated, merge or consolidated.

(m). 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 Directors 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.

(n). No contract or other transaction entered into by the corporation shall be affected by the fact that any Director of the corporation in any way is interested in, or connected with, any party or company or corporation involved in and with such contract or transaction, or himself is a party to such contract or transaction, provided said contract or transaction shall be approved by a majority of the Directors present at the meeting of the Board of the committee, called for a meeting for the specific purpose and thereafter authorizing or confirming said contract or transaction.

(o). 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 interest 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.

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

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 of the corporations; and it is the intention that the purposes

The amount of the authorized capital stock of this corporation shall be FIVE HUNDRED (500) shares. The shares shall have a par value of ONE DOLLAR (\$1.00).

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons, stock shall be issued and transferable only to natural person who are not nonresident aliens.

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.

Any amount of shares of stock authorized to be issued, but not specifically described or otherwise issued, shall be kept by the corporation as Treasury Stock.

ARTICLE IV.

The amount of capital with which the corporation will begin business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

The term for which this corporation shall exist is perpetual.

ARTICLE VI.

The place of business of this corporation shall be 201 Margaret Street, Key West, Florida 33040 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/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices in any of the said places business,

ARTICLE VII.

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, as the same may be provided by the by-laws of the corporation, and the following officers, to wit A President, a Vice-President, a Secretary, and a Treasurer, and such other offices. The office of President and Secretary or President and Assistant Secretary may be held by one and the same person. The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the officers shall be elected by the Board of Directors at a meeting to be held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII.

The names of the officers and directors who are to conduct the business of the corporation until their successors are chosen and qualified are as follows:

RICHARD DOSTAL, President, Vice President, Secretary and Treasurer

ARTICLE X.

The name and address of the initial registered agent is RICHARD DOSTAL.
201 Margaret Street, Key West, Fl. 33040.

ARTICLE XI.

A board of Directors meeting shall be held as soon as possible after the corporation is formally incorporated, at which time the proposed by-laws of this corporation shall be proposed and adopted. There shall be a provision in the said by-laws providing that in the event any stockholders of this corporation shall choose to sell any of his shares of stock, that the offer of sale shall be made in writing, shall be open for at least sixty (60) days, with valuation based on current book value, as determined by the accountant and shall be made to the corporation. The by-laws shall also provide for a voting pool of the voting rights for a period of at least eighteen (18) months or until mutually canceled by the stockholders holding voting rights.

IN TESTIMONY WHEREOF, the subscribing stockholders have hereunto set their hands and seals this 10 day of JAN, 1997.

STATE OF FLORIDA)
)ss
COUNTY OF MONROE)

BEFORE ME, the undersigned authority, this day personally appeared RICHARD DOSTAL, who after being by me first duly sworn, depose and says that they executed the above and foregoing Articles of Incorporation this day for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 10th day January, 1997

Margo S. Thompson
Notary Public-State of Florida at Large

SEAL



MARGO S. THOMPSON
COMMISSION # CC 572204
EXPIRES JUL 25, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTERED AGENT FOR ACCEPTING SERVICE OF PROCESS
WITHIN THIS STATE

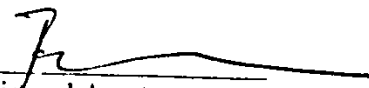
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

First, that KEY WEST BAIT & TACKLE CO. desiring to incorporate under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at 201 Margaret Street Key West, Florida 33040 has named RICHARD DOSTAL its registered agent at such address, to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process on the above named corporation, at address designated in this certificate, I hereby accept to act in this capacity, and to comply with provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

By


Registered Agent

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97 JAN 13 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA