

Frazer  
Hubbard  
& Brandt  
& Trask

Attorneys At Law

JOHN R. FRAZER  
JOHN G. HUBBARD  
MARK W. BRANDT  
THOMAS J. TRASK

April 9, 1997

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

Gentlemen:

Enclosed are two executed Articles of Incorporation for **CDL Charters, Inc.** and a check for filing fees in the amount of \$122.50. Please file the articles as soon as possible and return one certified copy to my attention.

Sincerely,

John G. Hubbard  
cm

Enclosures

cc: Thomas Lykins

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 AM 9:05

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ARTICLES OF INCORPORATION  
OF  
CDL CHARTERS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 AM 9:05

**ARTICLE - NAME AND ADDRESS**

The name of this corporation is CDL Charters, Inc. The principal place of business is 25 Causeway Blvd., Clearwater Marina, Clearwater, FL 34630.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

This general purpose of this corporation is for the operation of a charter fishing boat and for all other lawful purposes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 150 shares of \$1.00 par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of

**Frazer  
Hubbard  
& Brandt  
& Trask**

Attorneys at Law  
Post Office Box 1178  
595 Main Street  
Dunedin, FL 34698

this corporation is 595 Main Street, Dunedin, Florida 34698 and the name of the registered agent of this corporation at that address is John G. Hubbard, Esquire.

#### **ARTICLE VII - INCORPORATORS**

The names and addresses of the persons signing these articles of incorporation are:

Thomas W. Lykins  
15 Citrus Drive  
Palm Harbor, FL 34684

Janice R. Lykins  
15 Citrus Drive  
Palm Harbor, FL 34684

Curtis D. Lykins  
25 Causeway Blvd.  
Clearwater Marina  
Clearwater, FL 34630

#### **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholder.

#### **ARTICLE IX - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by thirty three and one-third percent (33 1/3%) of the shares of this corporation.

#### **ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus 1 of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS  
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of 66 2/3% of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition, or liquidation.

**ARTICLE XII - APPROVAL OF  
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

**ARTICLE XIV - MANAGEMENT  
OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**ARTICLE XV - POWERS**

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

**ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by conference telephone as provided by law.

#### ARTICLE XVII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain or non-taxable dividends depending on the source from which they are derived.

#### ARTICLE XVIII - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

#### ARTICLE XIX - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

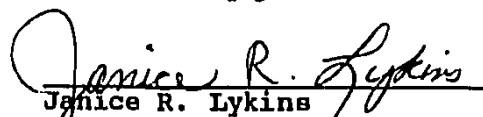
1. Qualified pension or profit sharing plan;
2. Election as a sub-chapter S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement whether qualified or not;
5. Corporate medical reimburse plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation, this 9<sup>th</sup> day of April, 1997.

**Frazer  
Hubbard  
& Brandt  
& Trask**

Attorneys at Law  
Post Office Box 1178  
595 Main Street  
Dunedin, FL 34698

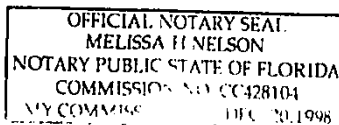
  
Thomas W. Lykins

  
Janice R. Lykins

Curtis D. Lykins  
Curtis D. Lykins

STATE OF FLORIDA  
COUNTY OF PINELLAS

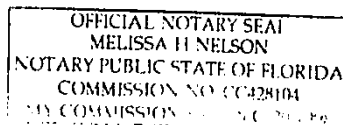
The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of April, 1997, by THOMAS W. LYKINS, who ( ) is personally known to me or who has produced (X) a driver's license or \_\_\_\_\_ as identification.



Melissa H. Nelson  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of April, 1997, by JANICE R. LYKINS, who ( ) is personally known to me or who has produced (X) a driver's license or \_\_\_\_\_ as identification.



Melissa H. Nelson  
Notary Public  
My Commission Expires:

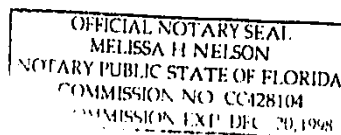
STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of April, 1997, by CURTIS D. LYKINS, who ( ) is personally known to me or who has produced (X) a driver's license or \_\_\_\_\_ as identification.

Melissa H. Nelson  
Notary Public  
My Commission Expires:

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595 Main Street  
Dunedin, FL 34698



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DIVISION OF CORPORATIONS  
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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE  
FOLLOWING IS SUBMITTED: **CDL Charter, Inc.** desiring to organize  
or qualify under the laws of the State of Florida, with the  
principal place of business located at 25 Causeway Blvd.,  
Clearwater Marina, Clearwater, Florida, and has named **JOHN G.  
HUBBARD, ESQUIRE**, located at 595 Main Street, Dunedin, Florida  
34698, as its resident agent to accept service of process  
within Florida.

Signature:

Thomas W. Lykins

Title:

PRESIDENT

Date:

April 9, 1997

ACCEPTANCE BY AGENT

Having been named to accept service of process for the  
above-stated corporation, at the place designated in the  
certificate, I hereby agree to act in this capacity and I  
further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

Signature:

[Signature]

Date:

April 9, 1997

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