

P97000036428



ACCOUNT NO. : 072100000032

REFERENCE : 339159 7127935

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 376.25

FILED  
97 APR 23 PM 2:57  
SEC. OF STATE, FLORIDA  
TALLAHASSEE, FLORIDA

ORDER DATE : April 22, 1997

ORDER TIME : 9:07 AM

ORDER NO. : 339159-005

500002151525--4

CUSTOMER NO: 7127935

CUSTOMER: Ms. Ashley Mirsky  
FOUNTAIN INVESTMENTS, INC.

Suite 2-c  
151 Regions Way  
Destin, FL 32541

DOMESTIC FILING

NAME: LAND BASE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

~~XX~~ (5) CERTIFIED COPY  
XX PLAIN STAMPED COPY  
~~XX~~ (5) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

197-9384  
00634

SN APR 23 1997

**RESUBMIT**  
Please give original  
submission date as file date  
RECEIVED  
APR 23 PM 2:34  
97 APR 23 AM 9:54  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**

**OF**

**LAND BASE, INC.**

**FILED**  
97 APR 23 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby  
forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

**Name**

The name of this Corporation is: **LAND BASE, INC.**

**ARTICLE II**

**Term of existence**

This Corporation shall have perpetual existence, commencing on the  
filing of these articles.

**ARTICLE III**

**Purpose**

This Corporation is organized for the purpose of transacting every phase  
of land and real estate development, and any and all other lawful business.

**ARTICLE IV**

**Powers**

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts and guaranties and incur liabilities, borrow

money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(l) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

## **ARTICLE V**

### **Capital Stock**

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is **151 Regions Way, Suite 2-C, Destin, FL 32541**, and the name of its initial registered agent at such address is **Diane Wilks**. The principal address of the corporation shall be the same.

## **ARTICLE VII**

### **Initial Director**

This Corporation shall have one (1) director initially. The number of

directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Name

Address

M. C. Davis

151 Regions Way, Suite 2-C  
Destin, FL 32541

**ARTICLE VIII**

**Incorporator**

The name and address of the person signing these Articles are:

Name

Address

Diane Wilks

151 Regions Way, Suite 2-C  
Destin, FL 32541

**ARTICLE IX**

**Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

**ARTICLE X**

**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation, this the 21<sup>st</sup> day of April, 1997.

*Diane Wilks*

Diane Wilks

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, personally appeared this day, DIANE WILKS, known  
to me to be the individual described in and who executed the foregoing Articles  
of Incorporation and she acknowledged before me that she made, subscribed  
and acknowledged the foregoing Articles of Incorporation as her voluntary act  
and deed, and that the facts set forth therein are true and correct.

WITNESS by hand and official seal this the 21<sup>st</sup> day of  
April, 1997.

*Ashlea P. Mirsky*

Notary Public, State of Florida

My Commission Expires: 4/2/2001

(SEAL)



ASHLEA P. MIRSKY  
My Comm Exp. 4/02/2001

Bonded By Service Ins  
No. CC635407

☒ Personally Known ☐ Other I.D.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated therein, 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.

  
\_\_\_\_\_  
DIANE WILKS

FILED  
97 APR 23 PM 2:57  
TALLAHASSEE, FLORIDA  
STATE

Dated: April 21, 1997