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DANIEL P. EHMKE, C.P.A., P.A.

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AICPA TAX DIVISION  
AICPA - PRIVATE COMPANIES  
PRACTICE SECTION

June 17, 1997

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

Subject: Spinnaker Bay Yachting Center, Inc.

Please find enclosed the Articles of Incorporation for the above named corporation and a check in the amount of \$70.00.

Please send all correspondence to the address listed above.

Very truly yours,  
Daniel P. Ehmke, CPA, PA

Daniel P. Ehmke

FILED  
97 JUN 19 AM 10:26  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
6-17-97

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6/19/97

**ARTICLES OF INCORPORATION  
OF  
Spinnaker Bay Yachting Center, Inc.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: Spinnaker Bay Yachting Center, Inc.

EFFECTIVE DATE

6-17-97

The effective date of the corporation shall be June 17, 1997

**ARTICLE II DURATION**

The duration of this corporation shall be perpetually or until dissolved by due process of law.

**ARTICLE III PURPOSE AND POWERS**

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may amend from time to time, and specifically but not in limitation thereof, the purpose of yacht charters.

**ARTICLE IV PRINCIPAL OFFICE**

Principal place of business shall be:  
3130 N.E. 190th Street, #309  
Aventura, FL 33180

Mailing address of business shall be:  
3130 N.E. 190th Street, #309  
Aventura, FL 33180

**ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:  
Daniel P. Ehmke  
621 S. Federal Hwy., Suite 9  
Fort Lauderdale, FL 33301

## **ARTICLE VI BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two persons who shall serve until their successor is qualified according to the bylaws, and whose names are:

Fred Rowntree  
3130 N.E. 190th Street, #309  
Aventura, FL 33180

Janice L. Rowntree  
3130 N.E. 190th Street, #309  
Aventura, FL 33180

## **ARTICLE VII INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Daniel P. Ehmke  
621 S. Federal Hwy., Suite 9  
Fort Lauderdale, FL 33301

## **ARTICLE VIII CAPITAL STOCK**

The authorized capital stock of the corporation shall be: 20,000

The number of Class "A" shares of common voting stock shall be 10,000 with a par value of \$ 1.00.

The number of Class "B" share of common non-voting stock shall be 10,000 with par value of \$ 1.00.

A) Capital stock may be issued in consideration for cash, real or personal property, services rendered, promissory notes, cancellation of debts, or any other thing of value to the corporation. The Board of Directors solely shall judge the value of the such property, services, right or thing acquired in exchange for capital stock.

B) The right to notice of and to vote at any meeting of the shareholders of the corporation shall be vested in the holders of Class "A" voting stock. All shares of class "A" stock shall have equal voting rights and one vote per share.

C) The Board of Directors shall have the sole authority to determine the declaration and payment of dividends.

## **ARTICLE IX PREEMPTIVE RIGHTS**

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

## **ARTICLE X OTHER PROVISIONS**

A) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer of such other corporation.

B) Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation, without the need of further authorization from the Stockholders, except as provided by law, or otherwise herein.

C) The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

D) The Corporation shall indemnify all officers and directors of the corporation to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation this

17th day of June 1997.

A handwritten signature in black ink, appearing to read 'D. Ehmke', with a long horizontal flourish extending to the right.

Daniel P. Ehmke, Incorporator

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Spinnaker Bay Yachting Center, Inc.
2. The name and address of the registered agent and office is:

Daniel P. Ehmke  
621 S. Federal Hwy., Suite 9  
Fort Lauderdale, FL 33301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Signature:



Date: June 17, 1997