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June 17, 1997

Secretary of State Office  
Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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Articles of Incorporation BAHAMA SNO-SHACK, INC.

Gentlemen:

Enclosed is an original plus one copy of the Articles of Incorporation for the above referenced corporation. Please note that Registered Agent designation is included with the original charter.

Also enclosed is our check in the amount of 122.50 to cover the cost of filing the charter. The check represents the following:

Filing Fee:	\$ 70.00
Certified Copy	<u>52.50</u>
	\$122.50

Please return the certified copy of the Charter to the undersigned at your earliest convenience. If you are in need of additional information or funds, please advise.

Sincerely,



David Outlaw  
4203 Cobblestone Ct.  
Orlando, FL 32810-1922

FILED  
97 JUN 19 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DAVID OUTLAW GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT RA. ACCEPTANCE  
DATE 6-20-97  
DOC. EXAM 9N

9N 6-20-97

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

### BAHAMA SNO-SHACK

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for the profit under the laws of the State of Florida.

#### ARTICLE I - NAME

The name of the corporation is BAHAMA SNO-SHACK, INC..

#### ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business and shall have those powers generally conferred by Florida Statutes upon corporations organized in this State, and in addition to but not in limitation of such powers, shall also have the power:

(A) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands, leases, contracts and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of any kinds, improved and unimproved, and any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences or indebtedness and to execute such mortgages,

transfers or corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by, any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades occupations and professions.

(I) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that this objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### ARTICLE III - CAPITAL STOCK

The maximum number shares of stock that this corporation is authorized to have outstanding at any time is 20,000, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

### ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

This corporation shall have perpetual existence. These Articles of Incorporation shall be effective and the corporation's existence shall commence on the day these Articles are filed with the Secretary of State.

#### ARTICLE V -ADDRESS

The initial street address of the principal office of this corporation is to be at 4203 Cobblestone Ct., Orlando, Florida, 32810-1922.

#### ARTICLE VI - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the Bylaws. The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

#### ARTICLE VII - INITIAL DIRECTORS

The name and post office address of the directors, who shall hold office until their successors are elected and have qualified are as follows:

NAME:  
David Outlaw

ADDRESS:  
4203 Cobblestone Ct.  
Orlando, Fl. 32810-1922

#### ARTICLE VIII - INCORPORATORS

The name and post office address of the incorporator of these Articles of Incorporation is

NAME:  
David Outlaw

ADDRESS:  
4203 Cobblestone Ct.  
Orlando, Fl. 32810-1922

#### ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this corporation is

NAME:  
David Outlaw

ADDRESS:  
4203 Cobblestone Ct.  
Orlando, Fl. 32810-1922

## ARTICLE X - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

## ARTICLE XI - INDEMNIFICATION

A. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding whether civil or criminal, administrative or investigative, by reason of the fact that he is or was serving at the request of the corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or processing, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgement in its favor, no indemnification shall be made in respect of any claim issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on determination by a majority of disinterested directors or a majority of shareholders that indemnification is proper in the particular circumstances because of the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgement, order, settlement, conviction, or a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

B. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, out of pocket expenses, living expenses, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall insure to the benefit to the heirs, executors and administrators of such person.

D. In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnifications against gross negligence or willful conduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

E. If any expenses of other amounts are paid by the way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of deliver to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

#### ARTICLE XIII - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have rights to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Article of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### ARTICLE XIV - RESTRICTIONS ON STOCK TRANSFERS

All of the issued and outstanding shares of the corporation may be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the corporation. A copy of any such agreement shall be kept on file with the Secretary of the Corporation, and shall be subject to inspection by shareholders or record and bona fide creditors of the corporation at reasonable times during business hours. Any transfer of stock in this corporation in violation of any such agreement effectively restricting such transfer shall be void. Each share certificate issued by this

corporation shall have printed or stamped thereon either a notice that such shares are subject to transfer restrictions set forth in a specifically referenced document or the following legend:

"These shares may be subject to transfer restrictions imposed by written agreement among the holders of this corporation's shares or between the holders of such shares and corporation, copies of which agreement if any, are on file at the principal office of the corporation and may be inspected by shareholders of record during business hours."

#### ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation may be made.

IN WITNESS WHEREOF, the undersigned has hereunto signed and acknowledged the foregone Articles of Incorporation under the law of the State of Florida, on the date set forth next to his signature.

June 17 1997  
DATED

David Outlaw  
DAVID OUTLAW

Incorporator / Registered Agent

STATE OF FLORIDA

COUNTY OF Orange

By signing above, I hereby accept the duties and responsibilities as Registered Agent of the corporation.

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized to take acknowledgment in the State and County aforesaid, personally appeared DAVID OUTLAW, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Article of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 17th day of June 17 August, 1997.

Amy Heron  
Notary Public

My commission expires:



97 JUN 19 PM 1:12  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FILED