

TRANSMITTAL LETTER

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

SUBJECT: ISLAND SAILING, INC.  
(Proposed corporate name - must include suffix)

900002220129--8  
-06/23/97--01125--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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: WILLIAM J. KEISER  
Name (Printed or typed)

133 SAWYER DRIVE

Address

CUDJOE KEY FL 33042  
City, State & Zip

305-745-3870  
Daytime Telephone number

JUN 24 1997 BSB

FILE  
JUN 23 PM 3:27  
TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION**

**OF**

**ISLAND SAILING, INC.**

**FILED**

97 JUN 23 PM 3:27

TALLAHASSEE  
FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **ISLAND SAILING, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 133 Sawyer Drive, Cudjoe Key, Florida 33042.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

William J. Keiser  
133 Sawyer Drive  
Cudjoe Key, Florida 33042

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	William J. Keiser
Vice-president:	Bruce R. Bowen
Secretary:	William J. Keiser
Treasurer:	Bruce R. Bowen

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

William J. Keiser  
Bruce R. Bowen

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIVE THOUSAND (5,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 7.2 No holder of shares of stock of any class shall have any preemptive right to provided, however subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature. The Board of Director(s) may, however, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 No shareholder of this Corporation, either directly or by any successor in interest, shall sell or otherwise transfer all or any part of his shares of common stock to any person, not already holding common stock of this corporation, until such shares first shall have been offered for sale, by written instrument addressed and delivered to the Board of Directors in a resolution duly adopted in anticipation of, or within 20 days after, receipt of such offer by the Corporation. Such offer shall be made at a price not greater than, and on terms equivalent to, that made to the offeror by a bona fide bidder for such shares. The Corporation has the right to purchase all or part of the offered shares. Upon receipt of such offer for sale, anyone to whom the offer has been made may, not later than 30 days after the making of such offer, accept it by the delivery to the offeror of an executed instrument, a copy of which shall be delivered to the Secretary of the Corporation, indicating such acceptance and directing the transfer of all or any part of the shares so offered to such person. Failure to execute and deliver such of the offer by the Corporation and any person so designated and approved as a shareholder, and the offeror thereafter shall be free to dispose of those shares which the Corporation or any such person has not agreed to purchase, provided such disposition is made at a price not lower than, and on terms equivalent to, that made to the offeror by a bona fide bidder for such shares. This provision shall not be deemed to restrict the transfer of common stock of this corporation by bequest or descent and distribution or to restrict a pledge or assignment of such stock as collateral to secure a loan upon agreement by the Board of Directors or another

hypothecation thereof, but a sale under a pledge or assignment shall be subject to this provision.

- 7.4 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.5 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of the 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the majority of the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is 133 Sawyer Drive, Cudjoe Key, Florida 33042. The name and address of the registered agent of this Corporation is William J. Keiser, 133 Sawyer Drive, Cudjoe Key, Florida 33042.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

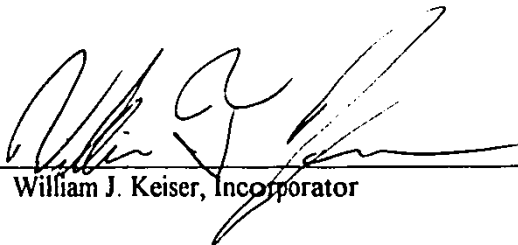
#### **ARTICLE 17 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision contained in these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**ARTICLE 18 - ANNUAL MEETING**

The annual Board of Directors meeting will be held in the month of December each year to review the Articles and Bylaws. The purpose of this meeting will be to elect officers and discuss past business and upcoming business. The corporate meeting will be held at a location selected by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 16<sup>th</sup> day of June 1997.

  
\_\_\_\_\_  
William J. Keiser, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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 ISLAND SAILING, INC.  
133 SAWYER DRIVE CUDJOE KEY FL 33042

2. The name and address of the registered agent and office is:

WILLIAM J. KEISER  
(NAME)  
133 SAWYER DRIVE  
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)  
CUDJOE KEY FL 33040  
(CITY/STATE/ZIP)

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FLORIDA

*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 obligations of my position as registered agent.*

  
(SIGNATURE)

6-17-97  
(DATE)