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TRANSMITTAL LETTER
FILED

97 OCT -6 AM 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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SUBJECT:

The Loch Ness Village Inc.
(Proposed corporate name - must include suffix)

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:

Jeffrey L. Maddock
Name (Printed or typed)

324-A Monroe St.
Address

Dunedin, FL 34698
City, State & Zip

813-734-1250
Daytime Telephone number

R. Hall

OCT - 7 1997

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

**ARTICLES
OF
INCORPORATION
FOR**

LOCH NESS VILLAGE, INC

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of twenty-one or more, acting as incorporator under the provisions of Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be: Loch Ness Village, Inc

ARTICLE II

Terms of Existence

The duration of the corporation is to be perpetual.

ARTICLE III

Purposes

The general nature of the business to be transacted by corporation is to carry on and to engage in any activity or business permitted under the laws of the United States and the State of Florida and to have and exercise all powers, conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any acts amendatory thereto, and to do all other acts to the same extent as natural persons might or could do.

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 500 shares of common stock and each shall have a par value of \$1.00.

ARTICLE V

Minimum Capital

The amount of capital with which the corporation shall begin business shall be not less than \$500.

ARTICLE VI

Subscriber, Incorporator & Director

The name and address of the Subscriber(s), Incorporator(s) and Director(s) is:

Name	Jeffery L Maddock, President	A G Smith, Secretary-Treasurer
Address	324-A Monroe Street Dunedin, FL 34698	324-A Monroe Street Dunedin, FL 34698

ARTICLE VII

Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE VIII

Stock Transfer Agreements

If all or any of the shareholders or subscribers to the stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of this corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledges, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE IX

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- D. Dissolution of the corporation.

ARTICLE X

Pre-emptive Rights

No holder of any shares of stock of the corporation shall have any pre-emptive rights whatsoever to subscribe for or acquire additional shares of the corporation of any class, whether such shares shall have any rights to subscribe to or acquire any shares which may be held in the treasury of the corporation; or shall any holder have a right to subscribe to or acquire any bonds, certificates of indebtedness, debentures or other securities convertible into stock, or carrying any right to purchase stock. All such additional or treasury shares or securities convertible into stock or carrying any right terms and to such person or persons, firms, corporations or associations as the Board of Directors may from time to time determine, Florida Statue 608.42 (2), pre-emptive rights, shall not apply to this corporation.

ARTICLE XI

Inspection of Books Each shareholder holder shall have the unqualified right and privilege to examine all corporation books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection.

ARTICLE XII

Director

A. Selection and Replacement

1. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors may be, as provided for in the by-laws adopted by the shareholders, increased or decreased, but shall never be less than one (1) director.

2. In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the by-laws of the corporation.

B. Directors Meetings

The presence of a majority of the Board shall be necessary at any meeting to constitute a quorum to transact business. In lieu of action at a meeting, the Board may act without a meeting provided that written consent to the action in question is signed by all the directors and filed with the minutes of the Board before or after the action in question is taken.

C. Executive Committee

The Directors may annually appoint from among themselves two Directors who shall serve as an Executive Committee and said Committee shall have the full powers of the Board of Directors when said Board is not in session to transact the ordinary business of the corporation. The ordinary business of this committee shall not include the employment of the officers, the determination of their duties, their compensation or their dismissal (whether in the capacity of an officer, or in some other additional capacity), the formation and installation of pension plans or profit sharing forms of compensation, the declaration of dividends, the issuance of stock, the borrowing of funds or establishing lines of credit for the corporation, the bringing of suits, or the amendment of by-laws, or the exercise of option arrangements under the provision of any agreement permitting the corporation to purchase stock of this or another corporation. The requirements of notice and quorum and informal action by written consent which apply to the Board of Directors apply to the Executive Committee.

D. Telephone Meetings

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE XIII

Partly Paid-Shares

The Board of Directors may by resolution authorize the issue of the whole or of any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

ARTICLE XIV

Interested Directors

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm association or other entity in which one or more of its directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason that such director or directors are present at the meeting of the board or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors;
2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders;
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board or of a committee which approves such contract or transaction. C. The Board shall have the authority to fix the compensation of directors for services in any capacity.

ARTICLE XV

Long-Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or by-laws provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI

Director Reliance on Corporate Records

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation, nor shall he be liable if in good faith in determining the amount available for the dividends or distributions dividends or distributions he considers the assets to be ample value.

ARTICLE XVII

Effective Date

The date that corporate exist shall be on the date of acceptance by the Secretary of State.

ARTICLE XVIII

Initial Office and Resident Agent

The address of the initial office of this corporation is: 324-A Monroe Street, Dunedin, Florida 34698 the Registered Office. The Agent in charge thereof is Jeffrey L Maddock, and any service of process against the corporation shall be made to Jeffrey L Maddock, at this address, and be the Registered Agent.

ARTICLE XIX


FILED

Officer

97 OCT -6 AM 11:24

The President of the Corporation shall be Jeffrey L Maddock. IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 3rd day of October 1997.


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

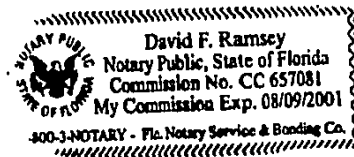

Jeffrey L Maddock, President

STATE OF FLORIDA }

COUNTY OF PINELLAS }

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared Jeffrey L Maddox, who, after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation of Loch Ness Village, Inc, as the original subscriber to said corporation, for the purposes therein expressed. WITNESS my hand and official seal at Dunedin, Pinellas County, Florida, this 3rd day of October 1997.


My commission expires: August 9, 2001
David F Ramsey
Notary Public CC657081



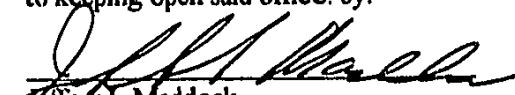
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST:

That Loch Ness Village, Inc desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Dunedin, County of Pinellas County, State of Florida, has named Jeffrey L Maddock, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept services of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. by:


Jeffrey L Maddock
RESIDENT AGENT