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SUMNER & MANN, P.A.

ATTORNEYS AT LAW

14150 6TH STREET  
POST OFFICE DRAWER 1047  
DADE CITY, FLORIDA 33526-1047

Robert D. Sumner  
R. Seth Mann

TEL: (352) 567-5658  
FAX: (352) 567-3928

January 15, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100002405211--9  
-01/20/98--01107--009  
\*\*\*\*122.50 \*\*\*\*122.50

RE: SUMNERS' BEACH, INC.

Dear Sir:

I am enclosing herewith the following:

1. Original and one copy of Articles of Incorporation for Sumners' Beach, Inc.;
2. Original and one copy of Certificate designating agent to accept service of process; and
3. Check in the amount of \$122.50 for the following fees:

Filing fee ----- \$ 70.00  
Certified copy ----- 52.50

Upon filing the enclosed Articles of Incorporation, please furnish a certified copy to me.

Thank you for your assistance and cooperation in this matter.

Yours very truly,

*Robert D. Sumner*

Robert D. Sumner

RDS/ejc

Enclosures

RECEIVED  
98 JAN 20 AM 9:49  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

mm  
21-98

THIS INSTRUMENT WAS PREPARED BY  
ROBERT D. SUMNER, ESQUIRE  
ROBERT D. SUMNER, P.A.  
ATTORNEY AT LAW  
POST OFFICE DRAWER 1047  
DADE CITY, FLORIDA 33526-1047  
(352) 567-5658  
RDS/ejc

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DIV. OF REVENUE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SUMNERS' BEACH, INC.**

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**ARTICLE I - Name**

The name of this corporation is **SUMNERS' BEACH, INC.** The mailing address and the principal office address of the corporation is Post Office Drawer 1047, Dade City, Florida 33526-1047.

**ARTICLE II - Duration**

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE III - Purpose**

This corporation is organized for the following purposes:

(a) To engage in any business or economic pursuit not prohibited by the laws of the State of Florida.

(b) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation necessary or incidental to the

protection and benefit of the corporation, and in general, either alone or in association with others, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### **ARTICLE IV - Capital Stock**

This corporation is authorized to issue one thousand (1,000) shares of Ten and No/100 Dollar (\$10.00) par value common stock. The whole or any part of the capital stock of this corporation shall be payable in cash, or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as may be fixed by the Directors.

#### **ARTICLE V - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation are ROBERT D. SUMNER, 14150 Sixth Street, Dade City, Florida 33525.

#### ARTICLE VII - Initial Board of Directors and Officers

This corporation shall have three (3) directors 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 directors and officers of this corporation are:

<u>Name and Address</u>	<u>Office</u>
R. KEITH SUMNER 11851 Wichers Road San Antonio, Florida 33576	President and Director
L. TODD SUMNER 37051 Church Avenue Dade City, Florida 33525	Vice-President, Treasurer, and Director
SHERREE F. BRACEWELL 6401 South Cameron Ave. Tampa, Florida 33616	Secretary and Director

#### ARTICLE VIII - Incorporators

The names and addresses of the persons signing these Articles are:

R. KEITH SUMNER  
11851 Wichers Road  
San Antonio, Florida 33576

L. TODD SUMNER  
37051 Church Avenue  
Dade City, Florida 33525

SHERREE F. BRACEWELL  
6401 South Cameron Ave.  
Tampa, Florida 33616

#### ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - Subscribers

Shares of capital stock of this corporation shall be issued initially as follows:

<u>Name and Address</u>	<u>Number of Shares</u>
SHERREE F. BRACEWELL 6401 South Cameron Ave. Tampa, Florida 33616	100
DANIEL E. FILLEY 15820 Lake Iola Road Dade City, Florida 33525	100
DANIEL E. FILLEY, as Custodian for COREY E. FILLEY 15820 Lake Iola Road Dade City, Florida 33525	100
J. SCOTT SUMNER 3350 W. Hillsborough Ave. #1134 Tampa, Florida 33614	60
DIANE E. SUMNER P. O. Box 306 San Antonio, Florida 33576	60
KEVIN D. SUMNER 7635 Piping Rock Court New Port Richey, Florida 34654	60

L. TODD SUMNER 37051 Church Avenue Dade City, Florida 33525	60
G. CHADWICK SUMNER 785-9 Lake Mont Place San Ramon, California 94583	60
R. KEITH SUMNER and SHARON B. SUMNER, his wife 11851 Wichers Road San Antonio, Florida 33576	75
DENNIS E. SUMNER and JUDY SUMNER, his wife Post Office Box 218 San Antonio, Florida 33576	75
LORRAINE NICOLETTE 29325 Darby Road Dade City, Florida 33525	75
MARLENE S. SUMNER, as Custodian for AMELIA LEE COX 14436 Hale Road Dade City, Florida 33523	37 1/2
MARLENE S. SUMNER, as Custodian for ALLISON MARLENE COX 14436 Hale Road Dade City, Florida 33523	37 1/2

#### ARTICLE XI - Restrictions on Transfer of Stock

Shares in the corporation may be transferred to the corporation, to other stockholders in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors.

Every shareholder who desires to sell his stock shall be required to offer, in writing, to sell to the Board of Directors the number of shares of stock held by him at and for the book value

of the stock as determined, without deduction from the book value for depreciation on the depreciable assets of the Corporation, and any such shareholder, his personal representatives, legatees, or assigns shall immediately, on the payment or tender to him in cash of such price per share, transfer and assign the shares of stock held to the Board of Directors. In the event the Board of Directors shall fail to purchase the stock as hereinabove provided, then such shareholder, his personal representatives, legatees, or assigns may hold the shares of stock or sell or transfer them to any person or persons, the shares to be held absolutely, free from the conditions and restrictions contained or referred to in this provision.

No sale whatever of any shares of the capital stock shall pass any title thereto or be transferred on the books of this Corporation, unless and until all the preceding conditions and requirements have been complied with, and no holder of any certificate of shares shall be entitled to any dividends thereon, or to participate in any of the profits of this Corporation, until the shares are regularly transferred to him on the books of this Corporation.

#### **ARTICLE XII - Cumulative Voting**

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by

distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XIV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

#### ARTICLE XV - Additional Provision

No contract or other transaction of the corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are parties to or interested in such contract, act or transaction, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 18<sup>th</sup> day of December, 1997.



Shaw S Sumner  
Elizabeth J. Clark

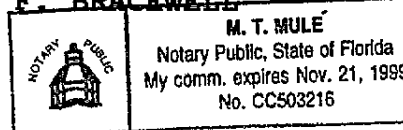
R. Keith Sumner (SEAL.)  
R. KEITH SUMNER

Shaw S Sumner  
Elizabeth J. Clark

L. Todd Sumner (SEAL.)  
L. TODD SUMNER

Kent J. Wayne  
Cynthia D. Turner

Sherree F. Bracewell (SEAL.)  
SHERREE F. BRACEWELL

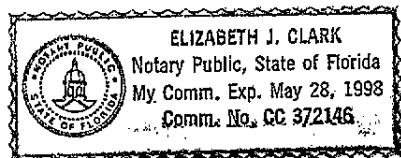


STATE OF FLORIDA  
COUNTY OF PASCO

On this 16th day of December, 1997, R. KEITH SUMNER, who:

☒ is personally known to me; or  
☐ has produced \_\_\_\_\_  
as identification;

personally appeared before me and acknowledged before me that he executed the foregoing Articles of Incorporation.



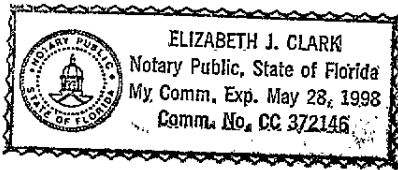
Elizabeth J. Clark  
(Signature of Notary Public)  
Elizabeth J. Clark  
(Printed or Typed Name of Notary)  
Notary Public - State of Florida  
Commission No. CC 372146  
My Commission Expires: May 28, 1998

STATE OF FLORIDA  
COUNTY OF PASCO

On this 18th day of December, 1997, L. TODD SUMNER, who:

☒ is personally known to me; or  
☐ has produced \_\_\_\_\_  
as identification;

personally appeared before me and acknowledged before me that he executed the foregoing Articles of Incorporation.



Elizabeth J. Clark  
(Signature of Notary Public)  
Elizabeth J. Clark  
(Printed or Typed Name of Notary)  
Notary Public - State of Florida  
Commission No. CC 372146  
My Commission Expires: May 28, 1998.

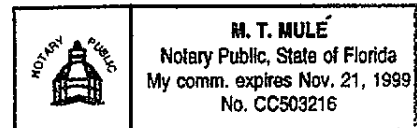
STATE OF FLORIDA  
COUNTY OF Hillsborough

On this 10 day of October, 1997, **SHERREE F. BRACEWELL**,  
who:

☒ is personally known to me; or  
☐ has produced \_\_\_\_\_  
as identification;

personally appeared before me and acknowledged before me that she executed the foregoing Articles of Incorporation.

M. T. Mule  
(Signature of Notary Public)  
M. T. Mule  
(Printed or Typed Name of Notary)  
Notary Public - State of Florida  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That SUMNERS' BEACH, 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 Dade City, County of Pasco, State of Florida, has named ROBERT D. SUMNER, located at 14150 Sixth Street, City of Dade City, County of Pasco, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the 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.

Robert D. Sumner  
ROBERT D. SUMNER

January 6, 1998  
(Date)

FILED  
98 JAN 20 AM 9:49  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA