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Wm.R. & E. Marie Leibold
615 Pelican Drive
Ft. Walton Bch.,Fl. 32548

City/State/Zip

Phone #

500002444285--2
-03/02/98--01110--016
*****52.50 *****52.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 500002444285--2
-03/02/98--01110--017
*****35.00 *****35.00
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
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-03/02/98--01110--016
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- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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TALLAHASSEE, FLORIDA

VEN-3/4/98

ARTICLES OF INCORPORATION

OF

SHELLS VILLA, INC.

ARTICLE I - NAME

The name of this corporation is SHELLS VILLA, INC., (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

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 prorata 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 PRINCIPAL OFFICE,
REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is 615 Pelican Drive, Fort Walton Beach, FL 32548, and the mailing address is the same. The street address

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of the initial registered office of the Corporation is 615 Pelican Drive, Fort Walton Beach, FL 32548, and the initial registered agent of the Corporation at that address is E. MARIE LEIBOLD.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors, initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

William R. Leibold	615 Pelican Drive Fort Walton Beach, FL 32548
E. Marie Leibold	615 Pelican Drive Fort Walton Beach, FL 32548

ARTICLE VIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject shall be the act of the shareholders.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

ARTICLE X - ARTICLE INDEMNIFICATION

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

ARTICLE XI - INCORPORATORS

The name and address of the person signing these Articles is:

E. Marie Leibold

615 Pelican Drive

Fort Walton Beach, FL 32548

ARTICLE XII - 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 is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of February, 1998.

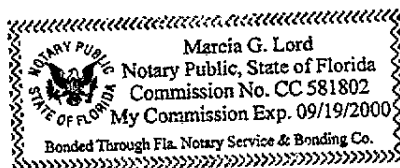
E. Marie Leibold
E. MARIE LEIBOLD

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared E. MARIE LEIBOLD, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23rd day of February, 1998.

Marcia G. Lord
NOTARY PUBLIC
My Commission Expires: 9-19-2000



**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

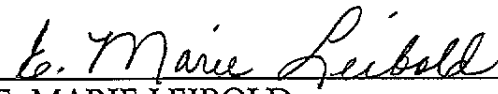
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

SHELLS VILLA, INC.

("Corporation"), desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 615 Pelican Drive, Fort Walton Beach, FL 32548, has named E. MARIE LEIBOLD 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 provisions of said Act relative to keeping open said office.


E. MARIE LEIBOLD

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