

P98000033156



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 728661 7146227

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 4, 1998

ORDER TIME : 1:50 PM

ORDER NO. : 728661-005

CUSTOMER NO: 7146227

CUSTOMER: Mr. James A. Morris
MR. JAMES A. MORRIS

3896d Palm Valley Road

Ponte Vedra Bea, FL 32082

DOMESTIC FILING

NAME: PALM VALLEY MARINE, INC.

EFFECTIVE DATE:

800002447258--3

-03/04/98--01087--016

*****70.00

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

2589-2544.

~~1108 11835~~

167-2589

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 AM 11:59

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98 MAR -4 PM 2:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 6, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PALM VALLEY MARINE OF NORTH FLORIDA, INC,
Ref. Number: W98000004835

RECEIVED

Please give original
to Division date as file date.

We have received your document for PALM VALLEY MARINE OF NORTH FLORIDA, INC,. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 098A00018119

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98 APR 10 AM 9:35

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ARTICLES OF INCORPORATION

FOR

PALM VALLEY MARINE OF NORTH FLORIDA, INC.

ARTICLE I

The name of the corporation is **PALM VALLEY MARINE** OF NORTH FLORIDA, INC.
The address of the principal office shall be 3896 Palm Valley Road, Ponte
Vedra, Florida 32082.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To engage in the business of construction and repair of docks, bulkheads, boat houses, boat lifts, pilings, decks and walkways in and out of water.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1000). Such shares shall be of a single class and have a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V

The street address and mailing address of the initial registered office of the corporation is 3896-D Palm Valley Rd., Ponte Vedra, Fl. 32082, and the name of its initial registered agent is James A. Morris, and his mailing address shall be 3896-D Palm Valley Rd. Ponte Vedra Fl, 32082 .

ARTICLE VI

The number of directors constituting the initial board of directors is one (1). 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 each person, who is to serve as a member of the initial board of directors is:

James A. Morris, 3896-D Palm Valley Rd., Ponte Vedra, Fl., 32082.

ARTICLE VII

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, or receive a right or rights to purchase or subscribe for, at market value thereof, a prorata portion of:

1. Any stock of any class that the corporation may sell issue or sell, whether or not exchangeable for any stock or the corporation authorized by the articles of incorporation was originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance 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 warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock for any class or classes.

ARTICLE VIII

A majority of the shares of the corporation, entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE IX

A majority of the directors shall constitute a quorum for a meeting of the directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of any interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the board of directors.

ARTICLE X

The shareholder of this corporation shall not be entitled to remove without cause any director from office during his term.

ARTICLE XI

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII

Dividends may be paid to shareholders, only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XIII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, unless there is gross negligence or willful misconduct.

ARTICLE XIV

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors, by unanimous approval.

ARTICLE XV

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares unless offered to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent by registered or certified mail to the corporation at its principal place of business and shall remain open for acceptance by the corporation

for a period sixty (60) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for purchase of such shares, the stockholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his or her death on the terms set forth above.

ARTICLE XVI

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders exclusively.

ARTICLE XVII

The name and address of the incorporator is:

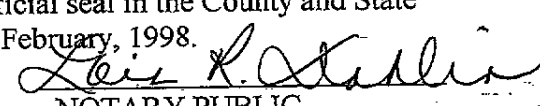
James A. Morris, 3896-D Ponte Vedra, Fl. 32082 this 13th
day of February, 1998.


James A. Morris


STATE OF FLORIDA
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, James A. Morris, who is personally known to me ~~or who has produced~~ _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of February, 1998.


NOTARY PUBLIC

My commission expires:

 LOIS R. DAHLIN
COMMISSION # CC 684519
EXPIRES OCT 6, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR -4 AM 11:59

ACCEPTANCE OF REGISTERED AGENT

I, JAMES A. MORRIS, accept the designation as registered agent for PALM VALLEY MARINE OF NORTH FLORIDA, INC., as provided in the Articles of Incorporation, filed herewith. The initial registered agent address shall be 3896-D, Palm Valley Rd., Ponte Vedra, Fl. 32082.


James A. Morris