

Law Offices of

# KENNEDY & PYLE

**R. Michael Kennedy P.A.**

R. Michael Kennedy

**Michael A. Pyle P.A.**

Michael A. Pyle\*

\*Florida Bar Certified Real Estate Specialist

Trisha L. Dellinger

P98000081353

September 14, 1998

Florida Department of State  
Division of Corporations  
Attn: New Filing Section  
P.O. Box 6327  
Tallahassee, Florida, 32314

000002641920--0  
-09/17/98--01045--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: AtlanticBay Properties, Inc.

Ladies and Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ <u>35.00</u>
Total	\$ 70.00

Please file the original of the enclosed Articles of Incorporation and return a letter of confirmation to the undersigned. Your prompt attention to this matter would be appreciated. Thank you.

Sincerely,

  
Stephen G. Martin

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 17 AM 8:26

Enclosures (3)

R. Purinton SEP 21 1998

**ARTICLES OF INCORPORATION  
OF  
ATLANTICBAY PROPERTIES, INC.**

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DIVISION OF CORPORATIONS

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The undersigned, acting as an Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - Name**

The name of the corporation is: **AtlanticBay Properties, Inc.**

**ARTICLE II - Principal Office and Mailing Address**

The street address of the initial principal office is: 731 Park Ridge Circle, Port Orange, Florida 32127. The mailing address of the corporation is: P.O. Box 291373, Port Orange, Florida 32129-1373.

**ARTICLE III - Nature of Business**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE IV - Duration**

The corporation shall have perpetual existence, commencing upon filing of these Articles of Incorporation with the Department of State.

**ARTICLE V - Shares**

The corporation is authorized to issue One Hundred (100) shares. The par value is \$1.00 per share. Each share of stock shall be entitled to one (1) vote, and in the election of directors of the corporation, the holders of the stock shall be entitled to vote their stock cumulatively.

## **ARTICLE VI - Preemptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently issued, including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## **ARTICLE VII - Board of Directors**

The corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time pursuant to the Bylaws adopted by the shareholders, but shall never be less than one.

## **ARTICLE VIII - Initial Director**

The name and address of the initial Director of this corporation are:

Stephen G. Martin  
1265 W. Granada Blvd., Suite 1  
Ormond Beach, Florida 32174

## **ARTICLE IX - Incorporator**

The name and address of the Incorporator of this corporation are:

Stephen G. Martin  
1265 W. Granada Blvd., Suite 1  
Ormond Beach, Florida 32174

## ARTICLE X - Initial Registered Agent and Office

The name and street address of the initial Registered Agent and office are:

Stephen G. Martin  
1265 W. Granada Blvd., Suite 1  
Ormond Beach, Florida 32174


## ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made, without a meeting of the shareholders.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation, this 14<sup>th</sup> day of September, 1998.

  
Stephen G. Martin, Incorporator

Having been named as registered agent for the above-styled corporation, I hereby agree to act in this capacity. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Section 607.0505, Florida Statutes.

  
Stephen G. Martin, Registered Agent

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