

Document Number Only

P98000090140

CT CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

200002670092--0  
-10/22/98--01061--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Seville St. James, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FL 32301

98 OCT 22 PM 1:16

FILED

- Profit Articles
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other ucc Filing
- Change of R.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

RECEIVED

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10/22

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

TO  
JEFFREY D. BUTTERFIELD

**ARTICLES OF INCORPORATION**

**OF**

**SEABULK ST. JAMES, INC.**

THE UNDERSIGNED does hereby make, subscribe, file and acknowledge these Articles of Incorporation (the "Articles") for the purpose of forming a corporation under the Florida Business Corporation Act.

**Article I - Name**

The name of the corporation (hereinafter referred to as the "Corporation") is SEABULK ST. JAMES, INC.

**Article II - Duration**

The Corporation shall have perpetual existence.

**Article III - Purpose**

The Corporation is organized for the following purposes:

(a) To own, buy, sell, lease, charter, bareboat charter, operate, manage, mortgage, hypothecate, contract, engage agents, branch agents and other arrangements and otherwise deal with and generally deal in boats and watercraft of all kinds, and to buy and sell and generally deal in all equipment, material and accessories necessary for the successful operation of any of the above, all in any and all locations throughout the world.

(b) To construct, purchase, lease, or otherwise acquire, equip, maintain, utilize, and operate offices, shops, buildings, wharves, piers, docks, drydocks, and all conveniences, machinery, appliances, and equipment suitable or necessary for the business set forth in subsection (a) above and in relation to boats and watercraft of all kinds; to build, construct, design, repair, alter, buy, sell, import, export, exchange, operate, manage, and otherwise deal and traffic in boats and watercraft of every description; as well as boilers, engines, motors, dynamos, pumps, tools, machinery, and appliances of all and any kinds entering into or pertaining to the operation, construction or equipment thereof.

(c) To manufacture, purchase or otherwise acquire and to own, lease, operate, manage, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description and, generally, to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**Article IV - Capital Stock**

The Corporation is authorized to issue One Thousand (1,000) shares of capital stock of the par value of One Dollar (\$1.00) each, which shall be designated "Common Shares".

FILED  
98 OCT 22 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **Article V - Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is **2200 Eller Drive, Bldg. 27, P.O. Box 13038, Port Everglades Station, Fort Lauderdale, Broward County, Florida 33316**, and the name of the initial registered agent of this corporation at that address is **Robert B. Lamm**. The address of the principal place of business is the same.

#### **Article VI - Initial Board of Directors**

The Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as determined by the bylaws but shall never be less than three (3) directors. The names and addresses of the initial directors of the Corporation are:

J. Erik Hvide, 2200 Eller Drive, Bldg. 27, P.O. Box 13038, Port Everglades Station, Fort Lauderdale, Broward County, Florida 33316

John H. Blankley, 2200 Eller Drive, Bldg. 27, P.O. Box 13038, Port Everglades Station, Fort Lauderdale, Broward County, Florida 33316

Eugene F. Sweeney, 2200 Eller Drive, Bldg. 27, P.O. Box 13038, Port Everglades Station, Fort Lauderdale, Broward County, Florida 33316

#### **Article VII - Incorporator**

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

Robert B. Lamm, 2200 Eller Drive, Bldg. 27, P.O. Box 13038, Port Everglades Station, Fort Lauderdale, Broward County, Florida, 33316.

#### **Article VIII - Indemnification**

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

#### **Article IX - Liability of Directors**

To the fullest extent permitted by the laws of the State of Florida, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same may hereafter be amended or supplemented, or (iv) for any transaction from which the director derived an improper personal benefit. If the laws of the State of Florida are amended after the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director or the Corporation shall be eliminated or limited to the fullest extent so permitted. Any amendment, modification or repeal of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, modification or repeal.


**Article X - Bylaws**

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the board of directors or the shareholders. Any bylaws adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the board of directors, in which case such provisions may be amended, altered, or repealed only by the shareholders.

**Article XI- Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles, 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 this 21<sup>st</sup> day of October, 1998. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
**ROBERT B. LAMM**  
Subscriber and Registered Agent

STATE OF FLORIDA        )  
  ) ss.:  
COUNTY OF BROWARD ...)

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ROBERT B. LAMM**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of October 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida  
At Large

FILED  
98 OCT 22 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

My Commission Expires:

