

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

999000001800

SUBJECT: Emerald Hotels + Resort, Inc.
(Proposed corporate name - must include suffix)

000002733460--6
-01/07/99-01069-022
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Don Pope
Name (Printed or typed)

P.O. Box 335
Address

Valparaiso, FL 32580-0335
City, State & Zip

850-729-1600
Daytime Telephone number

99 JAN -7 PM 1:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
59 JAN -7 PM 1:15

NOTE: Please provide the original and one copy of the articles.

T. SMITH JAN 07 1999

**ARTICLES OF INCORPORATION
OF
EMERALD HOTELS & RESORT, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: **Emerald Hotels & Resort, Inc.**

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Corporate Purpose

This corporation is organized to transact any lawful business for which the corporation may be incorporated pursuant to Chapter 607 and Chapter 621, Florida Statutes, or any other applicable laws of the State of Florida.

ARTICLE IV

Principal Office/Mailing Address

The street address of the initial principal office is: 1400 30th Street, Niceville, FL 32578. The mailing address of the corporation is: Post Office Box 335, Valparaiso, FL 32580.

ARTICLE V

Capital Stock

This corporation is authorized to issue Two Thousand (2000) shares of Ten Cents (\$.10) par value common stock.

ARTICLE VI

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 VII

Stockholder and Corporation Option to Purchase Stock

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the

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remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1400 30th Street, Niceville, FL 32578; the name of the initial registered agent of this corporation at that address is: Grady Don Pope.

ARTICLE IX

Board of Directors

This corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the By-laws.

ARTICLE X

Officers

The corporation shall have the following officers; President and Secretary/Treasurer, who shall be elected by a majority vote of the directors.

ARTICLE XI

Incorporators

The name and address of the incorporator is: Grady Don Pope, Post Office Box 335, Valparaiso, FL 32580.

ARTICLE XII

Action by Directors Without a Meeting

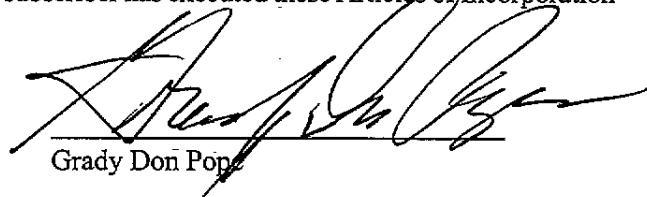
The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

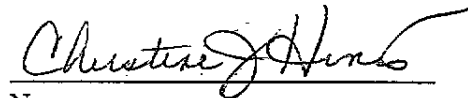
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation
this 11 day of December, 1998.


Grady Don Pope

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 11 day of December, 1998, by
Grady Don Pope, who is personally known to me or who has produced FL DRIVERS LICENSE as
identification. P100-284-42-460-0

WITNESS my hand and seal this 11 day of December, 1998.



Name: _____

Notary Public

My commission expires: _____

Affix Seal



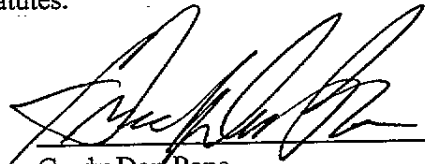
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST -- That Emerald Hotels & Resort, Inc., with its principal place of business at 1400 30th Street, Niceville, FL 32578, has named **Grady Don Pope**, located at 1400 30th Street, Niceville, FL 32578, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 Florida Statutes.

Date: 11 December 98


Grady Don Pope

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