

99000005863

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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99 JAN 20 AM 8:05

Home Away, Inc

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- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC I or 3 File
- UCC II Search
- UCC II Retrieval
- Courier

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TALLAHASSEE, FLORIDA

Signature _____

Requested by: ces

Name _____ Date 1/20 Time 3:00

Walk-In _____ Will Pick Up _____

59 JAN 20 AM 8:05

ARTICLES OF INCORPORATION

OF

HOME AWAY, INC.

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

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation is HOME AWAY, INC The principal address of the corporation is 13575 SANDY KEY DRIVE, SUITE 111 PENSACOLA, FL 32507

**ARTICLE II
DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSE**

The purpose is to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of stock which the corporation shall have authority to issue shall be 1000 shares of common stock of the par value of \$ 1.00.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

ROBERT A. HULSEY
13575 SANDY KEY DRIVE, SUITE 111
PENSACOLA, FL 32507

**ARTICLE VI
INCORPORATORS**

The name and address of the incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

ROBERT A. HULSEY

13575 SANDY KEY DRIVE, SUITE 111
PENSACOLA, FL 32507

**ARTICLE VII
INITIAL STOCK ISSUANCE**

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

ROBERT A. HULSEY 1000 \$1,000.00

**ARTICLE VIII
EFFECTIVE DATE**

These Articles of incorporation for HOME AWAY, INC. shall be effective the _____ day
JANUARY 1999.

**ARTICLE IX
BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

**ARTICLE X
INDEMNIFICATION**

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

**ARTICLE XI
INFORMAL ACTION OF DIRECTORS**

If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

**ARTICLE XII
AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII
PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he 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 pre-empted 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 to exercise his pre-emptive 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 XIV
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 directors of this corporation.

**ARTICLE XV
DIRECTOR QUORUM AND VOTING**

One hundred percent (100%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of one hundred percent (100%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of one hundred percent (100%) of the directors present and voting, shall be the act of the board of directors.

**ARTICLE XVI
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

**ARTICLE XVII
MEETINGS BY CONFERENCE TELEPHONE**

Members of the board of directors may participate in special meetings of the board of directors by means of conference telephone as provided by law, but regular meetings of the board of directors must be attended in fact in person by each director.

**ARTICLE XVIII
BYLAWS**

The corporation shall be governed by bylaws adopted by the shareholders.

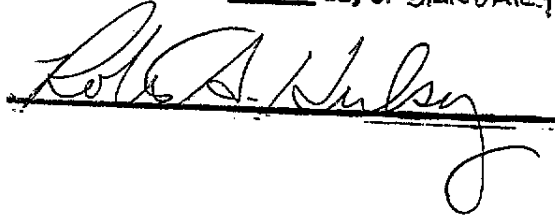
**ARTICLE XIX
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

**ARTICLE XX
SHAREHOLDER QUORUM AND VOTING**

One hundred percent (100%) 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 one hundred percent (100%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

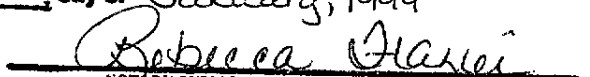
IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge I am filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 18 day of JANUARY, 1999.



Alabama
STATE OF ~~FLORIDA~~
COUNTY OF Baldwin

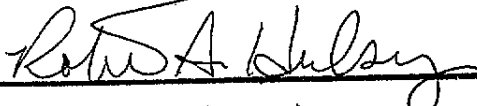
I HEREBY CERTIFY that before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared the above person who is personally known to me, or who has produced D. L. SENSE as identification, to be the person named as subscriber in and to these Articles of Incorporation and who, after taking an oath, executed the foregoing Articles of Incorporation and acknowledged before me that the above named person executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal, this 18th day of January, 1999


NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Nov. 4, 2001
BONDED THRU NOTARY PUBLIC UNDERWRITERS

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as initial registered agent for this corporation.



ROBERT A. HULSEY

FILED
DEPARTMENT OF REVENUE
DIVISION OF CORPORATE AFFAIRS
99 JAN 20 AM 8:05