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REFERENCE : 122070 1299A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 3, 1999

ORDER TIME : 11:06 AM

ORDER NO. : 122070-005

CUSTOMER NO: 1299A

CUSTOMER: Robert D. Hart, Jr., Esq  
CLARK PARTINGTON HART LARRY  
CLARK PARTINGTON HART LARRY  
Suite 800  
125 West Romana Street  
Pensacola, FL 32501

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: PERDIDO BAY ACADEMY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB -3 PM 3:07

g 2/3/99

EFFECTIVE DATE

2/1/99

ARTICLES OF INCORPORATION

OF

PERDIDO BAY ACADEMY, INC.

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DIVISION OF CORPORATIONS  
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The undersigned incorporator, ALISON R. DAVENPORT, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation is PERDIDO BAY ACADEMY, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the corporation is 7243 Captain Kidd Reef, Pensacola, Florida 32507.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue five hundred (500) shares of \$1.00 par value common stock.

**ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK**

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this

corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation shall be 7243 Captain Kidd Reef, Pensacola, Florida 32507, and the name of the initial registered agent of this corporation at that address is ALISON R. DAVENPORT.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Alison R. Davenport  
7243 Captain Kidd Reef  
Pensacola, FL 32507

**ARTICLE IX - INCORPORATOR**

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

Alison R. Davenport  
7243 Captain Kidd Reef  
Pensacola, FL 32507

**ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE**

The date for commencement of this corporation's existence shall be the 1st day of February, 1999.

**ARTICLE XI - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 2nd day of February, 1999.

**INCORPORATOR:**

Alison R. Davenport  
ALISON R. DAVENPORT

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of PERDIDO BAY ACADEMY, INC. Further, I am familiar with and accept the duties and obligations of such designation.

Alison R. Davenport  
ALISON R. DAVENPORT

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