

P99000013342

TRANSMITTAL LETTER

600002756326--5

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

-01/27/99--01055--013
*****78.75 *****78.75

(1) SEA GAMING CORPORATION

SUBJECT:

(Proposed corporate name - must include suffix)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 PM 6:56

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

ADDITIONAL COPY REQUIRED

FROM: BELINDA SINGH
Name (Printed or typed)

14902 BALSABWOOD PLACE
Address

TAMPA, FLORIDA 33613
City, State & Zip

(813) 265-8833
Daytime Telephone number

EFFECTIVE DATE
1-30-99

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

2-10
WS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 1, 1999

BELINDA SINGH
14902 BALSABWOOD PLACE
TAMPA, FL 33613

SUBJECT: SEA GAMING CORPORATION
Ref. Number: W99000002433

We have received your document for SEA GAMING CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 099A00004194

**ARTICLES OF INCORPORATION
OF
SEA GAMING CORPORATION**

The undersigned hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purposes of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be:

SEA GAMING CORPORATION

**ARTICLE II
Existence of Corporation**

This corporation shall begin existence January 30, 1999 and shall have perpetual existence thereafter.

**ARTICLE III
Purposes**

This corporation may engage in the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of the State of Florida.

EFFECTIVE DATE
1-30-99

FILED
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DIVISION OF CORPORATIONS
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ARTICLE IV
General Powers

This corporation shall powers:

- (a) to have a corporation seal which may be altered at pleasure and to use same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.**
- (b) to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated.**
- (c) to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.**
- (d) to lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141, Florida Statutes.**
- (e) To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of any otherwise use and deal in and with shares of other interests in or obligations of other domestic or foreign corporations, associations, partnerships**

or other government, state, territory, governmental district or municipality or any other instrumentality thereof.

- (f) To make contracts and guarantees and incur liabilities, borrow money at any rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of any and all of its property, franchises or income.
- (g) To lend money for its corporation purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (h) To conduct its business, carry on its operations and have offices and exercise of the powers granted by law.
- (i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (j) To make and alter by-laws not inconsistent with its Articles of Incorporation or with the laws of the State of Florida for the administration and regulations of the affairs of this corporation.
- (k) To make donations for the public welfare or for charitable, scientific or educational purposes.

- (l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.**
- (m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries, if any.**
- (n) To provide insurance for its benefit on the life of its directors, officers or employees or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.**
- (o) To be a promoter, incorporate, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.**
- (p) To have and exercise all powers necessary or convenient to effect its purposes.**

ARTICLE V
Capital Stock

- (a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.
- (b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such elections.

ARTICLE VI
Preemptive Rights

The shareholders of this corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the shareholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be

authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VIII
Principal Office

The principal place of business of this corporation shall be 449 N. Tamiami Trail, Venice, Florida 34292 and the mailing address of this corporation shall be 14902 Balsawood Place, Tampa, Florida 33613

ARTICLE IX
Initial Board of Directors

The number of directors, constituting the initial Board of Directors shall be three (3), and the name and address of each person who is to serve as a member thereof are as follows:

Name	Address
Edward F. Brosnan	407 Apache Trail Brandon, Florida 33511
Leary C. Short	14902 Balsawood Place Tampa, Florida 33613
Neal Gellert	11925 Middlebury Drive Tampa, Florida 33626

ARTICLE X
Incorporators

The name and address of each incorporate of this corporation are as follows:

Name	Address
Edward F. Brosnan	407 Apache Trail Brandon, Florida 33511
Leary C. Short	14902 Balsawood Place Tampa, Florida 33511
Neal Gellert	11925 Middlebury Drive Tampa, Florida 33626

ARTICLE XI
Amendments of Articles of Incorporation

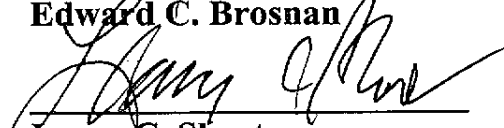
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all right conferred upon the shareholders herein are subject to this reservation.

ARTICLE XII
Indemnification of Directors

- (a) No director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director:**
- (i) for any breach of the director's duty of loyalty to the corporation or its shareholders.**
 - (ii) For any act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law.**
 - (iii) under the corporate laws of the State of Florida;or**
 - (iv) any repeal, termination, modification, or cancellation of this Article for any act of, or omission by, that director occurring before the date of repeal, termination, modification, or cancellation.**

IN WITNESS WHEREOF, the undersigned have executed these Articles for the used and purposes therein stated.


Edward C. Brosnan

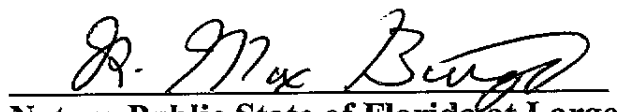

Leary C. Short

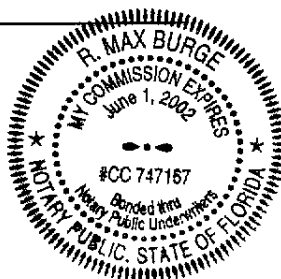

Neal Gellert

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 13th day of January, 1999, personally appeared Edward C. Brosnan, Leary C. Short and Neal Gellert, who being duly sworn and known to me to the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged to me that they executed the same freely and voluntarily for the uses and purposes expressed in the foregoing Articles of Incorporation.

Witness my hand and official seal the date aforesaid.


Notary Public State of Florida at Large
My commission expires: _____

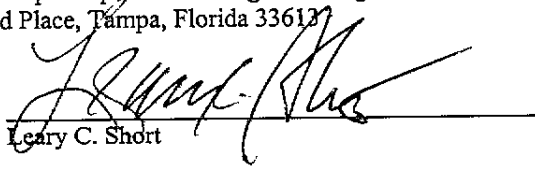


14902 Balsawood Place
Tampa, Florida 33613

Sea Gaming Corporation

February 4, 1999

I hereby accept the position of Registered Agent for Sea Gaming Corporation. My street address is 14902 Balsawood Place, Tampa, Florida 33613


Leary C. Short

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 PM 6:56