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1029 WEST MAGNOLIA STREET  
LEESBURG, FLORIDA 34748

February 24, 1999

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

500002794825-1

-03/04/99--01083--012

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Re: SHADY ACRES FISHING RESORT, INC.

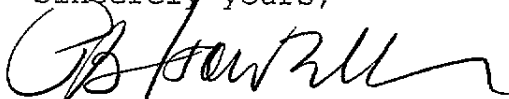
Please find enclosed herewith the following:

1. Original and duplicate original of proposed Articles of Incorporation for the above-named corporation.
2. Certificate of Designation - Registered Agent/Registered Office.
3. Check in the amount of \$70.00.

Please stamp the duplicate original as having been received, and return the same to me, promptly, in the enclosed self-addressed, stamped envelope.

Thank you for this service.

Sincerely yours,



P. B. Howell, Jr.

PBH:sm

Encls.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
SHADY ACRES FISHING RESORT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607, Florida Statutes.

ARTICLE I  
NAME

The name of this corporation is:  
SHADY ACRES FISHING RESORT, INC.

ARTICLE II  
GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III  
CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is 750 shares of common stock, having a par value of \$10.00 per share.

ARTICLE IV  
ADDRESS OF INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND  
NAME OF INITIAL REGISTERED AGENT

The initial registered office and principal office of this corporation and the name of its initial registered agent at such address are:

WILLIAM B. MAHAN, SR.  
901 Boylston Street  
Leesburg, Florida 34748

ARTICLE V

Pursuant to the provisions of Section 607.111, Florida Statutes, the business of the Corporation shall be managed by

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

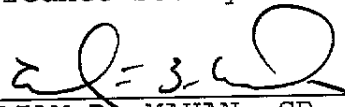
the stockholders of the Corporation, rather than by a Board of Directors.

ARTICLE VI  
INCORPORATOR AND OFFICER

The name and address of the incorporator and the initial officer are:

<u>Name &amp; Address</u>	<u>Office</u>
WILLIAM B. MAHAN, SR. 901 Boylston Street Leesburg, Florida 34748	President, Secretary & Treasurer

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 24th day of February, 1999.

  
\_\_\_\_\_  
WILLIAM B. MAHAN, SR.  
(also as Resident Agent)

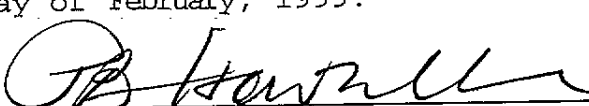
STATE OF FLORIDA  
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county aforesaid to take acknowledgments, personally appeared WILLIAM B. MAHAN, SR., personally known to me, and to me known to be the person described as the incorporator in and who executed the foregoing Articles Of Incorporation, and he acknowledged before me that he executed the said Articles Of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 24th day of February, 1999.



P. B. Howell, Jr.  
MY COMMISSION # CC556208 EXPIRES  
August 22, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

  
\_\_\_\_\_  
NOTARY PUBLIC.

Notary Seal/Stamp &  
Commission Expiration Date:

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

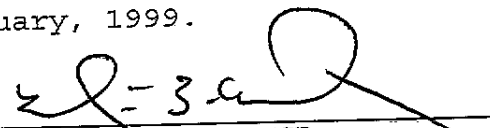
SHADY ACRES FISHING RESORT, INC.

The name and address of the registered agent and office is:

WILLIAM B. MAHAN, SR.  
901 Boylston Street  
Leesburg, Florida 34748

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 24th day of February, 1999.

  
\_\_\_\_\_  
WILLIAM B. MAHAN, SR.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA