

TRANSMITTAL LETTER

P99000024416

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

SUBJECT: EMERALD RESORTS CONSTRUCTION, INC.  
(Proposed corporate name - must include suffix)

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: Grady Ray Post  
Name (Printed or typed)

1400 - 30th ST

Address

Niceville, FL 32578

City/State & Zip

850 - 729 - 1600

Daytime Telephone number

RECEIVED

99 MAR 17 AM 11:34

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Dmc  
3/17/99

99 MAR 17 AM 11:45  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

FILED

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-03/17/99--01059--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

**FILED**

**ARTICLES OF INCORPORATION  
OF  
EMERALD RESORTS CONSTRUCTION, INC.**

99 MAR 17 AM 11:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 Resorts Construction, 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, 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 30<sup>th</sup> 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 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 30<sup>th</sup> 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**

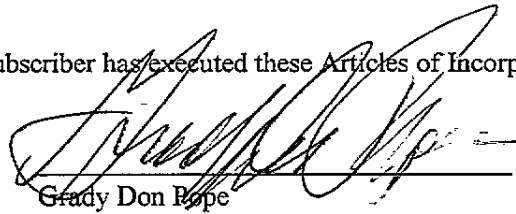
The directors of this corporation may take action by written consent, as provided by law.

#### **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.

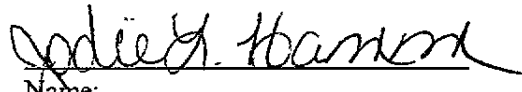
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of March, 1999.

  
Grady Don Pope

STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 1999, by Grady Don Pope, who is personally known to me or who has produced NA as identification.

WITNESS my hand and seal this 16<sup>th</sup> day of March, 1999.

  
Name: \_\_\_\_\_  
Notary Public  
My commission expires:

Affix Seal



Jodie L. Hamm  
MY COMMISSION # CC670711 EXPIRES  
September 21, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**FILED**

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

99 MAR 17 AM 11:46

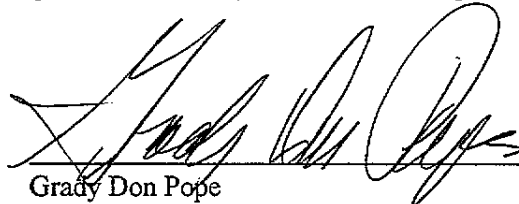
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST -- That Emerald Resorts Construction, Inc., with its principal place of business at 1400 30<sup>th</sup> Street, Niceville, FL 32578, has named **Grady Don Pope**, located at 1400 30<sup>th</sup> 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: 16 March 99

  
Grady Don Pope