

P990000457
05

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- VANDERCLIFF INCORPORATED

2-

3-

4-

FILED
99 MAY 19 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

EFFECTIVE DATE
5-18-99

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-05/19/99--01050--024

*****78.75 *****78.75

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

6/15

RECEIVED
99 MAY 19 PM 2:23
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE

**ARTICLES OF INCORPORATION
OF
VANDERCLIFF INCORPORATED**

**ARTICLE I
CORPORATE NAME AND INITIAL PRINCIPAL OFFICE**

The name of this Corporation is VANDERCLIFF INCORPORATED.

The principal office of the Corporation is located at 10091 Gulf Blvd., Treasure Island, FL 33706.

The mailing address of the Corporation is c/o Louis L. Weintraub, 20 Pflueger Management Lane, Wolfeboro, New Hampshire 03894-4902.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence, commencing as of the date of filing these Articles of Incorporation.

**ARTICLE III
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of any property of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

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TALLAHASSEE, FLORIDA

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ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common voting stock with a par value of \$1.00 per share. All common stock shall be identical with each other in every respect and the holders of the common stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation is Jo Claire Spear, Esquire and the initial street address of the Corporation's registered office is 877 Executive Center Drive West, Glades Building, Suite #303, St. Petersburg, FL 33702.

ARTICLE VII
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 as provided by the Bylaws, but shall never be less than one (1).

The name and address of the initial member of the Board of Directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Jo Claire Spear	877 Executive Center Drive West Glades Building, Suite #303 St. Petersburg, FL 33702

Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VIII
AMENDMENTS TO ARTICLES OF
INCORPORATION AND BYLAWS

The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of this Corporation. The power to amend these Articles of Incorporation may be exercised by the shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by an affirmative vote of the holders of a majority of the

shares entitled to vote thereon. Further, the power to adopt, alter, amend or repeal Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the Incorporator.

**ARTICLE IX
POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.


**ARTICLE X
INCORPORATOR**

The name and address of each incorporator and person signing these Articles is as follows:

Jo Claire Spear

877 Executive Center Drive West
Glades Building, Suite 303
St. Petersburg, FL 33702

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 18th day of May, 1999.

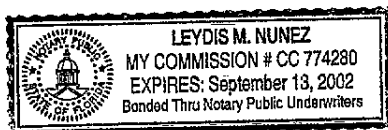

Jo Claire Spear, Incorporator

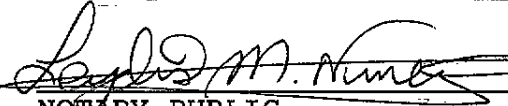
ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JO CLAIRE SPEAR, who produced Florida Drivers License as identification, who executed the foregoing Articles of Incorporation as incorporator.

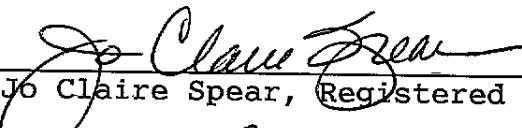
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of May, 1999.




NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Serial No.: CC 774280
My commission expires: 9-13-2002
(Notary Seal)

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, 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.


Jo Claire Spear, Registered Agent
Date: May 18, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA