

P99000050439

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sun Harbor Marina
of Panama City, Inc

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

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LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
✓ Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
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UCC 11 Retrieval _____
Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

SUN HARBOR MARINA OF PANAMA CITY, INC.

Article I - Name

The name of this corporation is SUN HARBOR MARINA OF PANAMA CITY, INC.

Article II - Address

The mailing address of the principal office of this corporation is PO Box 9875, Panama City Beach, Florida, 32417.

Article III - Duration

This corporation shall exist perpetually commencing on the date of the execution and acknowledgment of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of conducting any and all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of par value common voting stock at One Dollar (\$1.00) per share.

The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation shall be issued as S-Corporation stock in accordance with a plan or plans under the applicable provisions of the Tax Reform Act of 1986.

**Article VI - Preferences, Limitations and
Relative Rights of Shares of Capital Stock**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

Article VII - 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 VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5505 Sun Harbor Road, Panama City, Florida, 32401 and the name of the initial registered resident agent of this corporation at that address is GEORGE R. FLEMING.

Article IX - Initial Board of Directors and Officers

This corporation shall have 5 directors initially. The number of directors may be either

increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director and officers of this corporation is as follows:

T. FRANK SYFRETT	-	President/Director
GEORGE R. FLEMING	-	Vice President/Director
TROY F. SYFRETT, JR.	-	Secretary/Treasurer/Director
MAX FLEMING	-	Director
JAMES ELLIS SYFRETT	-	Director

Article X - Incorporator

The name and address of the person signing these Articles is: GEORGE R. FLEMING, PO Box 9875, Panama City Beach, Florida, 32417.

Article XI - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XII - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued to the following persons and in the amounts set opposite their names:

T. FRANK SYFRETT	100 SHARES
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GEORGE R. FLEMING	100 SHARES
TROY F. SYFRETT, JR.	100 SHARES
MAX FLEMING	100 SHARES
JAMES ELLIS SYFRETT	100 SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall further be specified by written agreement among all of the shareholders and this corporation.

Article XIII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Article XIV - Calling of Special Meetings

Special meetings of shareholders may be called by a majority of the outstanding shares.

Article XV - Shareholder Quorum and Voting

Any action of the shareholders of this corporation must be taken at a meeting of shareholders

of this corporation duly called as provided by law.

Article XVI - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XVII - Director Quorum and Voting

A majority of directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the remaining directors, shall be the act of the Board of Directors.

Article XVIII - Meeting by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XIX - Action by Directors Without a Meeting

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


Article XX - Indemnification

The 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.

Article XXI - Section 1244 Stock

The Board of Directors is authorized to issue "Section 1244" stock, as defined by Section 1244 of the Internal Revenue Code and the same may be amended from time to time.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of June, 1999.


GEORGE R. FLEMING

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that SUN HARBOR MARINA OF PANAMA CITY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Panama City Beach, State of Florida, has named GEORGE R. FLEMING, 5505 Sun Harbor

Road, Panama City, FL, 32401 as its agent to accept service of process within Florida.


CORPORATE OFFICER

Title: Vice President

Date 6/3/99

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.


GEORGE R. FLEMING
REGISTERED AGENT

Date 6/3/99

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1999 JUN -4 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA