

99000054539

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

FILED  
99 JUN 15 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

- 1- Associates Corp.  
JB HOTEL CORP.
- 2- \_\_\_\_\_
- 3- \_\_\_\_\_
- 4- \_\_\_\_\_

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

500002888865--4  
-05/28/99--01001--024  
\*\*\*236.25 \*\*\*\*\*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

RECEIVED  
99 MAY 27 PM 3:18  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

6/16/99  
Mm

W99-12497



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 27, 1999

ATTORNEYS' TITLE  
660 E JEFFERSON ST  
TALLAHASSEE, FL 32301

SUBJECT: JB HOTEL CORP.  
Ref. Number: W99000012497

We have received your document for JB HOTEL CORP. and your check(s) totaling \$236.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 099A00029383

RECEIVED  
JUN 15 PM 3:36  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**JB HOTEL ASSOCIATES CORP.**

FILED  
99 JUN 15 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I - NAME**

The name of the Corporation shall be **J. B. HOTEL ASSOCIATES CORP.**

**ARTICLE II - PURPOSE AND POWERS**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION**

The principal office of the Corporation shall be 5384 Gulf Boulevard, St. Pete Beach, Florida 33706.

## **ARTICLE V - MAILING ADDRESS OF CORPORATION**

The mailing address of the Corporation shall be 5384 Gulf Boulevard, St. Pete Beach, Florida 33706.

## **ARTICLE VI - REGISTERED OFFICE AND AGENT**

Section 1. The street address of the initial registered office of the Corporation shall be Glades Building, Suite 303, 877 Executive Center Drive West, St. Petersburg, Florida 33702.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **ERNEST L. MASCARA**.

## **ARTICLE VII - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be 7,500 shares of common stock having a par value of \$1.00 per share.

## **ARTICLE VIII - BOARD OF DIRECTORS**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors whose name and address is as follows:

<u>Name</u>	<u>Address</u>
RONALD W. BALL	5384 Gulf Boulevard St. Pete Beach, Florida 33706
JAY BALL	5384 Gulf Boulevard St. Pete Beach, Florida 33706

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

#### **ARTICLE IX - BYLAWS**

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

#### **ARTICLE X - AMENDMENTS**

Section 1. 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 the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. 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 the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. 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 incorporators.

## **ARTICLE XI - OFFICERS**

Section 1. The officers of the Corporation shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
President	Jay Ball
Vice President	Ernest L. Mascara
Vice President	Ronald W. Ball
Secretary	Ronald W. Ball
Treasurer	Jay Ball

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws, and shall serve until their successors are chosen and qualify.

Section 4. The officers shall have such duties, responsibilities, and powers as provided by the Bylaws.

## **ARTICLE XII - INCORPORATOR**

The name and address of the incorporator is:

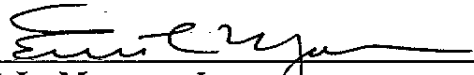
<u>Name</u>	<u>Address</u>
<b>Ernest L. Mascara</b>	Glades Building, Suite 303 877 Executive Center Drive West St. Petersburg, Florida 33702

**ARTICLE XIII - ELECTIONS REGARDING  
CERTAIN PROVISIONS OF THE FLORIDA STATUTES**

**Section 1.** Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

**Section 2.** Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

**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 14th day of June, 1999.

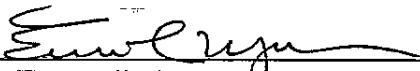
  
\_\_\_\_\_  
Ernest L. Mascara, Incorporator



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

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **JB HOTEL ASSOCIATES CORP.**
  
2. The name and address of the registered agent and office is: **Ernest L. Mascara**  
**Glades Building, Suite 303**  
**877 Executive Center Drive West**  
**St. Petersburg, Florida 33702**

SIGNATURE:   
**Ernest L. Mascara**

TITLE: Incorporator

DATE: June 14, 1999

**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.**

SIGNATURE:   
**Ernest L. Mascara**

DATE: June 14, 1999

**FILED**  
**99 JUN 15 AM 9:26**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**