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May 18, 1999

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

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

Re: SILVER SANDS HOUSE, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation, regarding the above referenced matters. Please process this document and return a certified copy. I have enclosed a check in the amount of \$78.75 and a stamped, addressed envelope for your convenience.

Thank you for your assistance in this matter. Should you have any questions, please call.

Very truly yours,


Robert S. Thurlow

SIGNED IN THE ABSENCE OF
THE ABOVE TO AVOID DELAY.

RST:jkm
Enclosures
cf: Client

FILED
99 JUN 14 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~6-14-99~~
6-22-99
WS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 15, 1999

ROBERT S. THURLOW, ESQ.
415 CANAL ST.
NEW SMYRNA BCH, FL 32168

SUBJECT: SILVER SANDS HOUSE, INC.
Ref. Number: W99000014012

We have received your document for SILVER SANDS HOUSE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 499A00032261

COPY
FOR YOUR INFORMATION ONLY

ARTICLES OF INCORPORATION

OF

SILVER SANDS HOUSE, INC.

FILED
99 JUN 14 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name: The name of the Corporation is: SILVER SANDS HOUSE, INC.

Article 2. Address of principal office: The address of the principal office and the mailing address of the corporation is 4646 Van Kleeck Drive, New Smyrna Beach, Florida 32169.

Article 3. Duration: The duration of the Corporation is perpetual.

Article 4. Purpose: The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock: The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 Per share.

Article 6. Initial Registered Office and Agent: The initial Registered Agent is Robert S. Thurlow, Esq., and the street address of the initial Registered Office of the Corporation is 415 Canal Street, New Smyrna Beach, FL 32168-7009.

Article 7. Initial Board of Directors: The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Audrey P. Duggan
4646 Van Kleeck Drive
New Smyrna Beach, FL 32169

Nadejda P. Sears
4646 Van Kleeck Drive
New Smyrna Beach, FL 32169

Anton Sakhnevich
4646 Van Kleeck Drive
New Smyrna Beach, FL 32169

Article 8. Incorporators: The name and address of each Incorporator is as follows:

Audrey P. Duggan
4646 Van Kleeck Drive
New Smyrna Beach, FL 32169

Articles 9. Amendment: The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Indemnification: The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11. Preemptive Rights: Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

C. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this

preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 12. Stock Transfer Restrictions: Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Audrey P. Duggan	100
Nadejda P. Sears	100

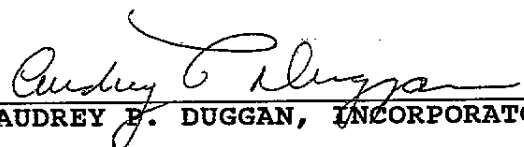
Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 13. Rights of Initial Directors: Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 14. Bylaws: The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 15. Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 18 day of June, 1999.


AUDREY P. DUGGAN, INCORPORATOR

STATE OF FLORIDA

COUNTY OF VOLUSIA

Before me personally appeared Audrey P. Duggan, who presented a Florida Driver License as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of June, 1999.

My commission expires:



Jane K. Myers
MY COMMISSION # CC499332 EXPIRES
October 27, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Jane K. Myers
Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Silver Sands House, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 18th day of June, 1999.

Robert S. Thurlow
Robert S. Thurlow, Registered Agent
FL Bar No. 883972
Robert S. Thurlow, P.A.
415 Canal Street
New Smyrna Beach, FL 32168-7009
(904) 424-1530

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