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1.) Clear Ocean Financial Services
(CORPORATE NAME & DOCUMENT #) Corporation

2.) _____
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3.) _____
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4.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
CLEAR OCEAN FINANCIAL SERVICES CORPORATION

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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 agree to the following:

ARTICLE I
Name and Address

The name of the Corporation shall be **CLEAR OCEAN FINANCIAL SERVICES CORPORATION** and its mailing address is One Progress Plaza, Suite #1210, St. Petersburg, FL 33701.

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
Purpose and Powers

EFFECTIVE DATE
7-13-99

Section 1. The Corporation is formed for the purpose of:

- (a) Real estate investments; and
- (b) Engaging in other 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 IV
Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on July 13, 1999, the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE V
Capital Stock

The authorized capital stock of the Corporation shall be one thousand (1000) shares of common stock having a par value of \$1.00 per share.

ARTICLE VI
Preemptive Rights Granted

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VII
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:

Name	Address
George L. Hayes III	One Progress Plaza, Suite #1210 St. Petersburg, FL 33701

William H. Howell

One Progress Plaza, Suite #1210
St. Petersburg, FL 33701

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 VIII ***No Cumulative Voting***

At no election of Directors shall any shareholder entitled to vote at such election 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 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***

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE XI ***Registered Office and Agent***

Section 1. The street address of the initial registered office of the Corporation shall be One Progress Plaza, Suite #1210, St. Petersburg, FL 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be George L. Hayes III.

ARTICLE XII
Incorporator

The name and address of the incorporator is:

Name

Address

George L. Hayes III

One Progress Plaza, Suite #210
St. Petersburg, FL 33701

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 13th day of July, 1999.


George L. Hayes III

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 13th day of July, 1999, by **George L. Hayes III**, who ☒ is personally known to me or ☐ has produced ☐ a Florida driver's license or ☐ as identification.

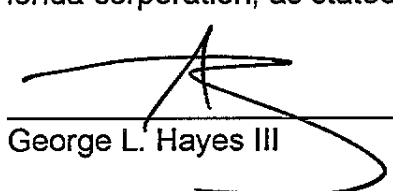
My Commission Expires:




Notary Public (SEAL)
LINDA L. BARTLEY
(Print Name of Notary Public on this line)

ACCEPTANCE

I hereby accept to act as initial Registered Agent for **Clear Ocean Financial Services Corporation**, a Florida corporation, as stated in these Articles of Incorporation.


George L. Hayes III