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TRANSMITTAL LETTER

July 21, 1999

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

700002939807--3
-07/23/99-01040-002
*****78.75 *****78.75

SUBJECT: VPS Properties, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for: —

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$78.75
Filing Fee
& Certified
Copy

☐ \$131.25
Filing Fee,
Certified
Copy &
Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark W. Brandt, Frazer Hubbard Brandt & Trask
Name (Printed or Typed)

595 Main Street
Address

Dunedin, FL 34698
City, State & Zip

813 733-0494
Daytime Telephone Number

FILED
99 JUL 23 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles

7-29
68-2
05

ARTICLES OF INCORPORATION

OF

VPS PROPERTIES, INC.

FILED
99 JUL 23 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **VPS Properties, Inc.**, and its street address is 34931 U.S. 19 N., Suite 207, Palm Harbor, Florida 34684.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is for real estate development and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - 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/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 34931 U.S. 19 N., Suite 207, Palm Harbor, Florida 34684, and the name of the registered agent of this corporation at that address is William Voeller.

ARTICLE VII - INCORPORATORS

The names and addresses of the person signing these articles of incorporation are:

Scott Stevens	P.O. Box 1054 Crystal Beach, FL 34684
William Voeller	P.O. Box 1068 Crystal Beach, FL 34684
Bobby Payne	39 Oscar Hill Rd. Tarpon Springs, FL 34689

ARTICLE VIII - BYLAWS

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

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida Business Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED

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 XV - 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 XVI - POWERS

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

ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

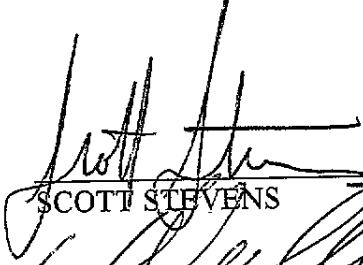
ARTICLE XIX - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

ARTICLE XX - AMENDMENT

The shareholders shall have the right to amend or repeal any provisions contained in these articles of incorporation, in accordance with the procedures approved by the shareholders, from time to time, and made a part of the corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20 day of July, 1999.

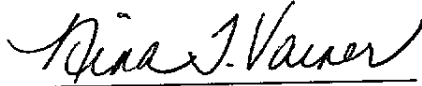

SCOTT STEVENS

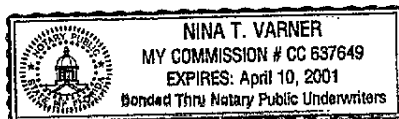

WILLIAM VOELLER


BOBBY PAYNE

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20 day of July, 1999, by SCOTT STEVENS, who (☒) is personally known to me or who () has produced Driver's License or as identification.


Nina T. Varner
Notary Public



**Frazer
Hubbard
& Brandt
& Trask**

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20th day of July, 1999, by WILLIAM VOELLER, who (☒) is personally known to me or who (☐) has produced Driver's License or as identification.

Donna Patchett
Notary Public State of Florida
Commission No. CC 749589
Commission Exp. 06/08/2002


Notary Public

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20th day of July, 1999, by BOBBY PAYNE, who (☒) is personally known to me or who (☐) has produced Driver's License or as identification.

Donna Patchett
Notary Public State of Florida
Commission No. CC 749589
My Commission Exp. 06/08/2002


Notary Public


Frazer
Hubbard
& Brandt
& Trask

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

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: **VPS PROPERTIES, INC.** desiring to organize or qualify under the laws of the State of Florida, with the principal place of business at 34931 US 19 N., Suite 207 in the City of Palm Harbor, Florida 34684, has named **WILLIAM VOELLER** as its resident agent to accept service of process within Florida.


Signature: 

Title: President

Date: 7/20/99

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the 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.

Signature: 

Date: 7/20/99

99 JUL 23 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FL 32399

FILED

**Frazer
Hubbard
& Brandt
& Trask**

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