

P99000069269

Laura Crouch

Requestor's Name

11 Plew Ave.

Address 32579

Shalimar, Fl. 850-651-8342

City/State/Zip Phone #

Office Use Only

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

- 1. Vacation Station Dept, Inc.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

RECEIVED
ALABAMA SECRETARY OF STATE
MONTGOMERY, ALABAMA 36103-0001

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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

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-08/04/99--01085--001
*****87.50 *****87.50

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

T BROWN AUG - 4 1999

Examiner's Initials

FILED
98 JUN 11 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

VACATION STATION Depot, Inc.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and form a Corporation for profit, hereby under Chapter 607 of the Florida Statutes and certifies that:

ARTICLE ONE

NAME: The name of the Corporation is **VACATION STATION Depot, INC.**, (hereinafter, "Corporation").

ARTICLE TWO

PURPOSE OF CORPORATION: This Corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the United States and of the State of Florida.

This Corporation shall have the broad general powers set forth by regulation and statute in this state, as they may be amended from time to time, and specifically but not in limitation thereof, the purpose of :

To engage in any activity associated with land development, property management and rental.

ARTICLE THREE

PRINCIPAL OFFICE: The address of the principal office of this Corporation is 11 Plew Avenue, Shalimar, Florida 32579. The mailing address being the same.

ARTICLE FOUR

INCORPORATOR: The name and street address of the incorporator of this Corporation is:

Laura L. Crouch
11 Plew Avenue
Shalimar, Florida 32579

All powers, duties and responsibilities of the incorporators shall cease at the time of the delivery of this Certificate and Articles of Incorporation to the person or department with whom the Articles are filed.

ARTICLE FIVE

TERM OF EXISTENCE: The duration of the Corporation is to be perpetual.

ARTICLE SIX

POWERS OF CORPORATION: The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by the applicable law of these Articles of Incorporation.

ARTICLE SEVEN

DIRECTOR(S):

7.1 The Director(s) of the Corporation shall be:

Laura L. Crouch

whose address shall be the same as the principal office of the Corporation.

7.2 The personal liability of the directors of the Corporation is eliminated to the fullest extent permitted by the provisions and statutes of the laws of the State of Florida, as the same may be amended and supplemented.

ARTICLE EIGHT

OFFICERS: The officers of the Corporation shall be:

President:	Laura L. Crouch
Secretary:	Laura L. Crouch
Treasurer:	Laura L. Crouch

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE NINE

INDEMNIFICATION: The Corporation shall, to the fullest extent permitted by the laws of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of

any other rights to which any other person may be entitled under any Bylaw, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action to any capacity in which he served at the request of the corporation.

ARTICLE TEN

CORPORATE CAPITALIZATION:

10.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

10.2 No holder of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

10.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

10.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE ELEVEN

SHAREHOLDER'S RESTRICTIVE AGREEMENT: All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE TWELVE

REGISTERED OWNER(S): The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE THIRTEEN

REGISTERED OFFICE AND REGISTERED AGENT: The initial address of registered office of this Corporation is Laura L. Crouch, located at 11 Plew Avenue, Shalimar, Florida 32579. The name and address of the registered agent of this Corporation is Laura L. Crouch, 11 Plew Avenue, Shalimar, Florida 32579.

ARTICLE FOURTEEN

BYLAWS: The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE FIFTEEN

AMENDMENT: The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8/4/99.

Laura L. Crouch
LAURA L. CROUCH
INCORPORATOR

FILED
CORPORATION
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Laura L. Crouch, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


LAURA L. CROUCH