

P9900023425



August 11, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
99 AUG 12 PM 5:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Royal Floridian by Spinnaker, Inc. (*original and one (1) copy*), which we wish to put of record. Also enclosed is a check for \$78.75 to cover the Filing Fee and Certificate of Status.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "William C. Edmunds", written over a horizontal line.

William C. Edmunds

000002958130--3
-08/12/99--01062--016
*****78.75 *****78.75

A large, stylized handwritten signature in black ink, possibly reading "Edmunds", written over a horizontal line.

5401 Kirkman Road, Suite 740 • Orlando, FL 32819
(407) 226-1388 • Facsimile: (407) 226-1399

**ARTICLES OF INCORPORATION
OF
ROYAL FLORIDIAN BY SPINNAKER, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby makes, subscribes, adopts and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this corporation is **ROYAL FLORIDIAN BY SPINNAKER, INC.**, and its principal place of business and mailing address is 5401 Kirkman Road, Suite 740, Orlando, FL 32819.

**ARTICLE II
EXISTENCE OF CORPORATION**

This corporation shall begin existence on the date of filing of these Articles of Incorporation with the Secretary of State for the State of Florida and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
PURPOSES & GENERAL POWERS**

This general purpose of this corporation shall be to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida. This corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

(A) NUMBER OF SHARES AUTHORIZED; PAR VALUE

The total number of shares of capital stock which this corporation is authorized to have at any one time is 10,000 shares, each having a par value of \$1.00 per share.

(B) VOTING RIGHTS

Each share of capital stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. Shareholders holding capital stock shall have no cumulative voting rights in any election of directors of this corporation.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation is 5401 Kirkman Road, Suite 740, Orlando, FL 32819 and the corporation's registered agent is William C. Edmunds. The corporation may

change its registered agent and/or its registered office at any time by filing a statement with the Secretary of State which complies with § 607.0502, Florida Statutes.

ARTICLE VI
BYLAWS

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

ARTICLE VII
INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VIII
INCORPORATOR

This name and address of the incorporator of this corporation is as follows:

Name:

William C. Edmunds

Address:

C/O Spinnaker Resorts
5401 Kirkman Road, Suite 740
Orlando, FL 32819

ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by statute, and all rights conferred upon shareholders herein are subject to this reservation.

ARTICLE X
HEADINGS AND CAPTIONS

The headings or captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.



William C. Edmunds

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of August, 1999, by William C. Edmunds, who is personally known to me and who did not take an oath.

Kim M. Miller
Kim M. Miller - Commission #: CC501988
Notary Public - State of Florida
My Commission Expires: October 15, 1999



KIM M. MILLER
My Comm Exp. 10/15/99
Bonded By Service Ins
No. CC501988
☒ Personally Known ☐ Other (P)

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

ROYAL FLORIDIAN BY SPINNAKER, INC.

William C. Edmunds having a business address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under § 607.0505, Florida Statutes.

William C. Edmunds
William C. Edmunds

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