

P99000097229

THE BEACH STORE, INC.  
1075 LIONSGATE LANE  
GULF BREEZE, FL 32561  
(850) 934-1060

October 29, 1999

Florida Department of State  
Sandra B. Mortham, Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

300003033913--6  
-11/03/99--01055--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
1999 NOV -3 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

1999 NOV -3 PM 2: 37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
*of*  
**THE BEACH STORE, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is THE BEACH STORE, INC..

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

1075 LIONSGATE LANE  
GULF BREEZE, FL 32561

**ARTICLE III**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock. \_

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

JOANNE FADDIS  
1075 LIONSGATE LANE

Initials:   *JF*

SANTA ROSA County  
GULF BREEZE, FL 32561

#### **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

#### **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

JOANNE FADDIS  
1075 LIONSGATE LANE  
GULF BREEZE, FL 32561

NOEL FADDIS  
1075 LIONSGATE LANE  
GULF BREEZE, FL 32561

TED F. BRUNO  
4370 COSTA MESA  
PENSACOLA, FL 32504

TERESA BRUNO  
4370 COSTA MESA  
PENSACOLA, FL 32504

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VIII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.


Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the

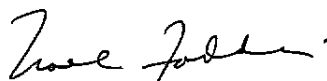
corporation declines to exercise its option.

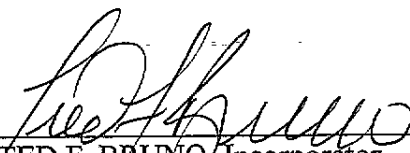
Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
\_\_\_\_\_  
JOANNE FADDIS, Incorporator  
1075 LIONSGATE LANE  
GULF BREEZE, FL 32561

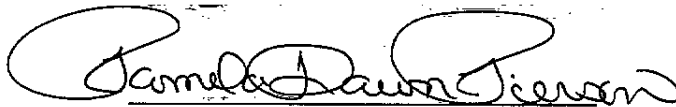
  
\_\_\_\_\_  
NOEL FADDIS, Incorporator  
1075 LIONSGATE LANE  
GULF BREEZE, FL 32561

  
\_\_\_\_\_  
TED F. BRUNO, Incorporator  
4370 COSTA MESA  
PENSACOLA, FL 32504

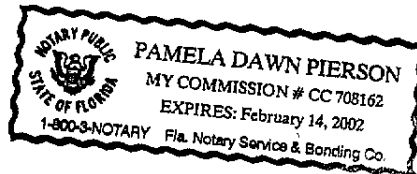
  
\_\_\_\_\_  
TERESA BRUNO, Incorporator  
4370 COSTA MESA  
PENSACOLA, FL 32504

State of FLORIDA, County of ESCAMBIA, ss: ☐

Subscribed and sworn to (or affirmed) before me this 29<sup>th</sup> day of Oct, 1999.



Notary Public



FILED

1999 NOV -3 PM 2: 37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE BEACH STORE, INC.  
1075 LIONSGATE LANE  
GULF BREEZE, FL 32561  
(850) 934-1060

October 29, 1999

Florida Department of State  
Sandra B. Mortham, Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

I, Joanne Faddis, hereby accept the appointment as Registered Agent of The Beach Store, Inc. I am familiar with, and accept the obligations of Section 607.0505 Florida Statutes with regard to the duties and responsibilities as Registered Agent.

Signature Joanne Faddis  
Title Secretary  
Date 10-29-99