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EFFECTIVE DATE

09-08-04

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FLORIDA PROFIT CORPORATION OR P.A.

Hancock Harbor Development Corp.

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09-10-04

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**ARTICLES OF INCORPORATION
OF
HANCOCK HARBOR DEVELOPMENT CORP.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is Hancock Harbor Development Corp.

EFFECTIVE DATE
09-08-04

**II.
Term of Existence**

The date when corporate existence will commence is September 8, 2004 in accordance with Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office and mailing address of the Corporation is c/o Continental Realty Corporation, 1427 Clarkview Road, Suite 500, Baltimore, Maryland 21209.

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**IV.
Capital Stock**

The Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock, which will be designated Common Stock.

**V.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Henderson, Franklin, Starnes & Holt, P.A., 1648 Periwinkle Way Suite B, Sanibel, Florida 33957 and the name of its initial registered agent at such address is David K. Fowler.

**VI.
Directors**

The Corporation will have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least 1 (1) director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

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<u>Name</u>	<u>Address</u>
John A. Luetkemeyer, Jr.	c/o Continental Realty Corporation 1427 Clarkview Road Suite 500 Baltimore, MD 21209
J. Mark Schapiro	c/o Continental Realty Corporation 1427 Clarkview Road Suite 500 Baltimore, MD 21209

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Wilhelmina F. Kightlinger	c/o Piper Rudnick LLP 101 E. Kennedy Blvd. Suite 2000 Tampa, FL 33602

VIII.
Affiliated Transactions

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.
Control Share Acquisitions

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

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X.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

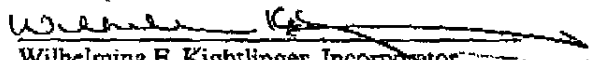
XI.
Indemnification

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

XII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 9, 2004.


Wilhelmina F. Kighlinger, Incorporator

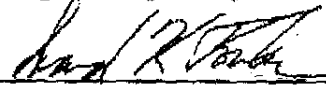
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ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Corporation to accept service of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act.

Dated: September 8, 2004.



David K. Fowler

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