

Division of Corporations

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

The Villages Holding Company

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Florida Dept of State



March 10, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: THE VILLAGES HOLDING COMPANY
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**ARTICLES OF INCORPORATION
OF
MORSE FAMILY HOLDING COMPANY**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is Morse Family Holding Company.

ARTICLE II. PRINCIPAL OFFICE OR MAILING ADDRESS OF CORPORATION

The street address of the Corporation's principal office of this corporation is: 1020 Lake Sumter Landing, The Villages, Florida 32162. The mailing address of this corporation is: 1020 Lake Sumter Landing, The Villages, Florida 32162.

ARTICLE III. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 100 shares of class A common stock, with a par value of \$100.00 per share ("Class A Common") and 5,000 shares of class B common stock, with a par value of \$100.00 per share ("Class B Common"). Except as otherwise provided below in this Article IV or as otherwise required by applicable law, all shares of Class A Common and Class B Common shall be identical in all respects and shall entitle the holder thereof to the same preferences, limitations, and relative rights:

1. Voting Rights. Except as otherwise provided in this Article IV or as otherwise required by applicable law, (a) holders of Class A Common shall be entitled to one vote per share on all matters to be voted on by the shareholders of the Corporation, and (b) holders of Class B Common shall have no right to vote on any matter to be voted on by the shareholders of the Corporation.

2. Dividends. As and when dividends are declared or paid thereon, whether in cash, property or securities of the Corporation, the holders of Class A Common and the holders of Class B Common shall be entitled to participate in such dividends ratably on a per share basis; provided, that (i) if dividends are declared which are payable in shares of Class A Common or Class B Common then dividends shall be declared which are payable at the same rate on each such class of common stock and the dividends payable in shares of Class A Common shall be payable to holders of Class A

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Common and dividends payable in shares of Class B Common shall be payable to holders of Class B Common (ii) if the dividends consist of other voting securities of the Corporation, then the Corporation shall make available to each holder of Class B Common, at such holder's request, dividends consisting of non-voting securities of the Corporation which are otherwise identical to such other voting securities.

3. Liquidation. The holders of Class A Common and Class B Common shall be entitled to participate ratably on a per share basis in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

4. Stock Splits. If the Corporation in any manner subdivides or combines the outstanding shares of one class of common stock, the outstanding shares of the other class of common stock shall be proportionately subdivided or combined in a similar manner.

ARTICLE V. INITIAL OFFICERS AND DIRECTORS

1. Directors. The names and addresses of the initial Directors are as follows:

H. Gary Morse 1020 Lake Sumter Landing
The Villages, Florida 32162

Mark G. Morse 1020 Lake Sumter Landing
The Villages, Florida 32162

John F. Wise 1020 Lake Sumter Landing
The Villages, Florida 32162

2. Officers. The names and addresses of the initial officers are as follows:

H. Gary Morse - President - 1020 Lake Sumter Landing
The Villages, Florida 32162

Mark G. Morse - Vice President- 1020 Lake Sumter Landing
The Villages, Florida 32162

W. Thomas Brooks - Treasurer - 1020 Lake Sumter Landing
The Villages, Florida 32162

John F. Wise - Secretary - 1020 Lake Sumter Landing
The Villages, Florida 32162

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 1028 Lake Sumter Landing, The Villages, Florida 32162. The name of the initial registered agent of this corporation at that address is Steven M. Roy.

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator is: H. Gary Morse, 1020 Lake Sumter Landing, The Villages, Florida 32162. The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

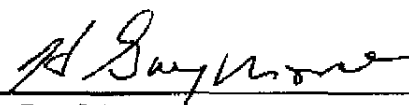
ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify its officers and directors to the fullest extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber, for the purpose of forming a corporation, has executed these Articles of Incorporation this 8th day of March, 2006.


H. Gary Morse
Incorporator

ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


Steven M. Roy

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STATE OF FLORIDA
COUNTY OF SUMTER

The foregoing instrument was acknowledged before me this 8 day of MARCH, 2006,
by H. Gary Morse, Incorporator, who did not take an oath.

Doris A. Pardo

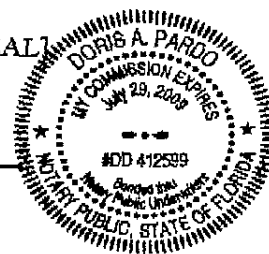
NOTARY PUBLIC-STATE OF FLORIDA
(Signature of Notary)

Doris A. Pardo

(Typed name of Notary)

(Commission Number)

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