

P18000077483

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000207611 3)))



H100002076113ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : AKERMAN SENTERFITT (ORLANDO)
Account Number : 076656002425
Phone : (407) 423-4000
Fax Number : (407) 843-6610

FILED
2010 SEP 20 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: SSTRAYHORN@TAVISTOCK.COM

HOLDING
FLORIDA PROFIT/NON PROFIT CORPORATION
WINDWORTH LAND, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

7

RECEIVED
10 SEP 22 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu Help



September 21, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AKERMAN SENTERFITT (ORLANDO)

SUBJECT: WINDWORTH LAND, INC.
REF: W10000044260

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L10000098240.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Berring
Regulatory Specialist II
New Filing Section

FAX Aud. #: H10000207611
Letter Number: 810A00022455

*Revised Articles are attached. Please
Keep the original filing date... September 20,
2010. Thank you.*

**ARTICLES OF INCORPORATION
OF
WINDWORTH LAND HOLDING, INC.**

H100002076113

FILED
SEP 20 PM 12:46
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be **WINDWORTH LAND HOLDING, INC.**, and its principal place of business shall be located at 9350 Conroy Windermere Road, Windermere, Florida 34786.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of filing these articles of incorporation with the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

CAPITAL STOCK

1 **Number and Class of Shares Authorized; Par Value.** This Corporation is authorized to issue One Hundred (100) shares of voting common stock, having One Dollar (\$1.00) par value.

H10000207611 3

2 **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3 **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4 **No Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 515 East Park Avenue, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at that address shall be CORPDIRECT AGENTS, INC. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

H10000207611 3

ARTICLE VI**INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and street address of each of the initial directors of this Corporation is:

<u>Name</u>	<u>Street Address</u>
Rasesh Thakkar	9350 Conroy Windermere Road, Windermere, Florida 34786
Jefferson R. Voss	9350 Conroy Windermere Road, Windermere, Florida 34786

ARTICLE VII**OFFICERS**

The name and street address of the initial officers of this Corporation are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Rasesh Thakkar	President and Secretary	9350 Conroy Windermere Road Windermere, Florida 34786
Jefferson R. Voss	Vice President and Treasurer	9350 Conroy Windermere Road Windermere, Florida 34786

ARTICLE VIII**INCORPORATOR**

The name and street address of the person signing these articles as incorporator is: Jeffrey P. Wieland, c/o Akerman Senterfitt, 420 South Orange Avenue, Suite 1200, Orlando, Florida 32801-4904.

ARTICLE IX**BYLAWS**

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

ARTICLE X**INDEMNIFICATION**

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents in the manner, and subject to the limitations set forth in, the Bylaws.

H10000207611 3

Notwithstanding the foregoing, no director, officer, employee or agent, nor any former director, officer, employee or agent shall be entitled or permitted to apply to or petition any court seeking indemnification or advancement of expenses, or both.

ARTICLE XI

AMENDMENT

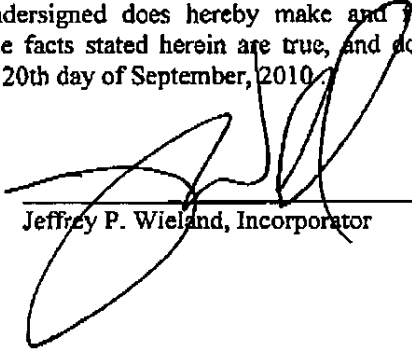
This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

HEADINGS AND CAPTIONS

The headings or captions of these various 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, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this 20th day of September, 2010.



Jeffrey P. Wieland, Incorporator

(SEAL)

H10000207611 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

WINDWORTH LAND HOLDING, INC. (the "Company"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 9350 Conroy Windermere Road, Windermere, Florida 34786 has named and designated: **CORPDIRECT AGENTS, INC.**, with its registered office located at: 515 East Park Avenue, Tallahassee, Florida 32301, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named as Registered Agent for **WINDWORTH LAND HOLDING, INC.** (the "Company"), at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity; and the undersigned is familiar with and accepts the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and the undersigned further agrees to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of the undersigned's duties as Registered Agent.

Dated as of this 20th day of September, 2010.

CORPDIRECT AGENTS, INC.

By: Katie Wonsch
Name: Katie Wonsch
Title: Assistant Secretary
Registered Agent

FILED
2010 SEP 20 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA