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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 728664 7234920

AUTHORIZATION: *Patricia P. P.*  
COST LIMIT : \$ 78.75

ORDER DATE : September 3, 2002

ORDER TIME : 10:36 AM

ORDER NO. : 728664-005

CUSTOMER NO: 7234920

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CUSTOMER: Mr. Don Lester  
Century Holdings Of Collier  
County Inc.  
801 Laurel Oak Drive  
Suite 400  
Naples, FL 34108

DOMESTIC FILING

NAME: WATERFORD FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ORak*

**ARTICLES OF INCORPORATION**  
**of**  
**WATERFORD FOUNDATION, INC.**

(A Corporation Not-for-Profit)

These Articles constitute the Articles of the Waterford Foundation, Inc., a corporation not-for-profit organized under the laws of the State of Florida.

**FILED**  
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TALLAHASSEE, FLORIDA

Article I.

Name

The name of the Corporation is Waterford Foundation, Inc.

Article II.

Principal Office

The address of the principal office of the Corporation is 1061 Collier Center Way, Suite 5, Naples, Florida 34110. The mailing address of the Corporation is 1061 Collier Center Way, Suite 5, Naples, Florida 34108.

Article III.

Purpose

The purpose for which this non-partisan corporation is organized is to study and engage in the public education and preservation, with respect to matters related to the protection of Constitutional Rights, property rights, and environmental protection through sound sciences, and all other matters and issues relating thereto. Additionally, the corporation will provide financial support to acquire lands and to develop and provide superior educational and recreational facilities for the youth and families of Collier County, Florida and support and provide for the well-being of needy individuals, families, groups, associations and religious organizations.

Article IV.

Members

The qualifications for members and the manner of their admission are as described in the by-laws.

Article V.

Election of Directors

The manner in which the directors are to be elected are stated in the by-laws.

Article VI.

Initial Directors/Officers

The names and addresses of the initial directors are:

Suzanne F. Lester, President  
1061 Collier Center Way, #5  
Naples, FL 34110

William H. Lienemann, Vice President  
6131 Pelican Bay Blvd., #11  
Naples, FL 34108

G. B. Oliver, Treasurer  
P. O. Box 582  
La Luz, NM 88337

Dean C. Lester, Secretary  
9927 Kona Isle Court  
Orlando, FL 32817

Article VII.

Initial Registered Agent

The street address of the registered office of the Corporation is 1061 Collier Center Way, Suite 5, Naples, Florida 34110, and the name of the registered agent at that address is Don Lester.

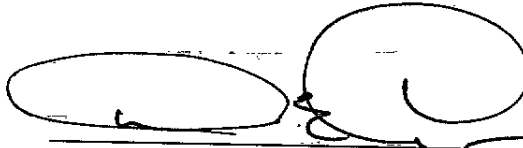
Article VIII.

Incorporator

The name and address of the incorporator of this Corporation is as follows:

Don E. Lester  
1061 Collier Center Way  
Suite 5  
Naples, FL 34110

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on August 30th, 2002

  
Don E. Lester  
Incorporator

**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Chapter 617, the corporation named below, organized under the not-for-profit corporation laws of the State of Florida, submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is Waterford Foundation, Inc.
2. The name and address of the registered agent and registered office are:

Don E. Lester  
1061 Collier Center Way  
Suite 5  
Naples, FL 34110

Having been named in the Articles of Incorporation of the above-stated corporation as registered agent for such corporation at the address indicated in this statement, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Don E. Lester, Registered Agent

Dated: August 30<sup>th</sup>, 2002