

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000012556

Rosemary Community Development
Corp.

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*****87.50 *****87.50

- Art of Inc. File Cert. + Cert. of Status
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED RECEIVED
 00 FEB -4 AM 10: 51
 00 FEB -4 AM 10: 29
 SECRETARY OF STATE
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Signature _____

Requested by: cm 2-4 10:00

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

Handwritten initials and date:
2-4-00

ARTICLES OF INCORPORATION
OF

ROSEMARY COMMUNITY DEVELOPMENT CORP.,
A Florida Corporation

FILED
00 FEB - 4 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
NAME

The name of this Corporation is ROSEMARY COMMUNITY
DEVELOPMENT CORP., a Florida corporation.

Article II
TERM OF EXISTENCE

The existence of the Corporation shall commence upon filing
of these Articles. The Corporation shall have perpetual existence
thereafter unless dissolved pursuant to Florida Statutes.

Article III
NATURE OF BUSINESS

This Corporation is organized for the following purpose:
To engage in any and all lawful business.

Article IV
POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its
corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at
pleasure, and to use the same by causing it, or a
facsimile thereof, to be impressed, affixed, or in any
other manner reproduced.

- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of

Directors shall find will be in aid of governmental policy.

- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
PRINCIPAL OFFICE

The principal office of this corporation shall be 800 Ben Franklin Drive, Apt. 201, Sarasota, FL 34236 and the mailing address of this corporation shall be 800 Ben Franklin Drive, Apt. 201, Sarasota, FL 34236.

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of common stock at no par value.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1800 Second Street, Suite 803, Sarasota, Florida 34236, and the name of the initial Registered Agent of this Corporation at that address is STEPHANIE A. REINICKE, ESQUIRE.

ARTICLE VIII
DIRECTOR

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) director and no more than five (5) Directors. The name and address of the initial Director of this Corporation who shall serve until his successor(s) is duly elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
JONATHAN GUARINO	800 Ben Franklin Drive Apt. 201 Sarasota, FL 34236

ARTICLE IX
SUBSCRIBER

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEPHANIE A. REINICKE	1800 Second Street, Suite 803 Sarasota, FL 34236

ARTICLE X
SPECIAL PROVISIONS

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

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

ARTICLE XII
MORTGAGE OR PLEDGE OF ASSETS

The mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of a corporation for the purpose of securing the payment of performance of any contract, note, bond or other obligation of the Corporation may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of cash or other property, including shares, obligations or other securities of any other corporation, domestic or foreign, as shall be authorized by the Shareholders.

ARTICLE XIII
REMOVAL OF DIRECTORS

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIV
AMENDMENT

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

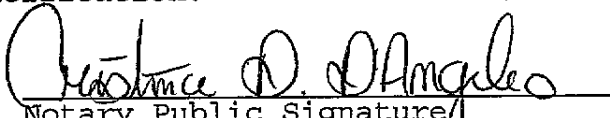
WITNESS my hand and seal at Sarasota, Florida, this 3rd
day of February, 2000.



STEPHANIE A. REINICKE

FILED
00 FEB -4 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 3rd day of February, 2000, by STEPHANIE A. REINICKE, who is personally known to me or who produced _____ as identification.


Notary Public Signature
Printed Name _____
My commission expires:

 Cristina D'Angeleo
My Commission CC787407
Expires November 1, 2002

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.


STEPHANIE A. REINICKE
Registered Agent