

Parrish, White, Lawhon & Moore, P.A.  
ATTORNEYS AT LAW

JON D. PARRISH  
JOHN P. WHITE



ANTHONY M. LAWHON  
MICHAEL G. MOORE  
FRANK S. YARNELL

PO00000018435

February 11, 2000

VIA FEDERAL EXPRESS, OVERNIGHT DELIVERY

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

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-02/17/00--01068--019  
\*\*\*122.50 \*\*\*78.75

Re: *New Filing: Vista Gardens II, Ltd.; Vista  
Gardens Holding Co.*

Dear Sir or Madam:

Attached please find the original and one copy of the following documents with respect to the above-referenced entities:

1. With respect to Vista Gardens Holding Co.:
  - a. Original and one (1) copy of the Articles of Incorporation and Designation (and Acceptance) of Registered Agent; and
  - b. Our firm's check in the amount of \$122.50, representing the cost of the filing fee and one (1) certified copy of the Articles; and
2. With respect to Vista Gardens II, Ltd.:
  - a. Original and one (1) copy of Certificate of Limited Partnership, including designation and acceptance of Registered Agent;
  - b. Affidavit of Capital Contributions; and
  - c. Our firm's check in the amount of \$787.50, calculated as follows:
    1. \$700 filing fee based upon anticipated capital contributions of \$100,000;
    2. \$35 for designation of registered agent; and
    3. \$52.50 for one (1) certified copy of the Certificate of Limited Partnership.

Please forward any correspondence and/or inquiries to:

Parrish & Moore, P.A.  
c/o Michael G. Moore  
2171 Pine Ridge Road, Ste D.  
Naples, Florida 34109

FILED  
00 FEB 17 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C.C. 2-22-00

If you have any questions concerning the foregoing, or if you need additional information or documentation, please do not hesitate to contact my office.

Very Truly Yours,

PARRISH, WHITE, LAWHON & MOORE, P.A.

A handwritten signature in black ink, appearing to read "M. Moore", with a stylized flourish at the end.

Michael G. Moore

Enclosures as stated

cc: John T. Magocs  
Gene Luciano

**ARTICLES OF INCORPORATION**  
**OF**  
**VISTA GARDENS HOLDING CO.**

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00 FEB 17 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I**

The name of the corporation is **Vista Gardens Holding Co.**

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and Florida, including but not limited to the construction of residential apartments.

**ARTICLE IV**

Authorized shares

Number:           The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Class A Common Stock.

Voting Rights:   Each share will entitle the holder to 1 vote per share.

Par Value:       Each share shall have a stated par value of \$0.10.

#### **ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is: 2171 Pine Ridge Road, Ste. D., Naples, Florida 34109. The initial registered agent at such address shall be Anthony M. Lawhon.

#### **ARTICLE VI**

The name and address of the initial Incorporator are:

Michael G. Moore  
c/o Parrish, White, Lawhon & Moore, P.A.  
2171 Pine Ridge Road, Ste. D  
Naples, Florida 34109

#### **ARTICLE VII**

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

#### **ARTICLE VIII**

The physical and mailing address of the principal office is:

C/o John T. Magocs  
4100 Corporate Square #105  
Naples, Florida 34104

#### **ARTICLE IX**

The shareholders of this corporation shall be allowed the vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

**ARTICLE X**

The Board of Directors of the Corporation shall consist of two (2) members, or so many as may be specified in the corporate Bylaws. The initial Directors shall be:

John T. Magocs  
7045 Barrington Circle #201  
Naples, Florida 34108

Gene Luciano  
2301 Tarpon Road  
Naples, Florida 34102

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Naples, Collier County, Florida on this 16 day of February, 2000.

  
\_\_\_\_\_  
Michael G. Moore, Incorporator

## CERTIFICATE OF DESIGNATION

### Registered Agent/Registered Office

Pursuant to the provisions of Section 607.051, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

One: The name of the corporation is **Vista Gardens Holding Co.**


Physical Address: 4100 Corporate Square #105  
Naples, Florida 34104

Two: The name and address of the Registered Agent is:

Anthony M. Lawhon  
C/o Parrish, White, Lawhon & Moore, P.A.  
2171 Pine Ridge Road, Ste. D  
Naples, Florida 34109

FILED  
00 FEB 17 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Executed this 16 day of February, 2000.

  
\_\_\_\_\_  
Michael G. Moore, Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
Anthony M. Lawhon

2/16/00  
\_\_\_\_\_  
Date