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ACCOUNT NO. : 072100000032

REFERENCE : 957144 7192947

AUTHORIZATION :

*Patricia Pruitt*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -8 PM 3:56

ORDER DATE : January 8, 2001

ORDER TIME : 2:46 PM

ORDER NO. : 957144-005

400003528414--6

CUSTOMER NO: 7192947

CUSTOMER: Ms. Judith A. Schroeder  
Fmc Capital Markets, Inc.

Suite 210  
800 Laurel Oak Drive  
Naples, FL 34108

DOMESTIC FILING

NAME: EVERGLADES DEVELOPMENT GROUP,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

RECEIVED  
01 JAN -8 PM 3:13  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*eg 1/8/01*

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ARTICLES OF INCORPORATION  
OF  
EVERGLADES DEVELOPMENT GROUP, INC.

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ARTICLE I  
Name

The name of the Corporation is Everglades Development Group, Inc. (the "Corporation")

ARTICLE II  
Principal Office

5206 Kensington High Street, Naples, Florida 34105

ARTICLE III  
Purpose

The purpose for which the Corporation is organized is to transact all lawful business for which corporations may be incorporated pursuant to the laws of the State of Florida. The Corporation shall have all the powers of a corporation organized under the Florida Business Corporation Act.

ARTICLE IV  
Shares

This Corporation is authorized to issue One Thousand (1,000) shares of capital stock, no par value, to be classified as common stock and shall be entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE V  
Initial Officers/Directors

A. Board of Directors. This Corporation shall have no less than one (1) or more than five (5) members of the Board of Directors.

B. Cumulative Voting. There shall be no cumulative voting by stockholders of any class or series in the election of directors of the Corporation.

C. Place of Meetings. Meetings of stockholders may be held at such place as the bylaws may provide.

ARTICLE VI  
Registered Agent

Registered Agent:

Dennis B. Schroeder  
5206 Kensington High Street  
Naples, Florida 34105

**ARTICLE VII**  
**Incorporator**

Incorporator:

Dennis B. Schroeder  
5206 Kensington High Street  
Naples, FL 34105

**ARTICLE VIII**  
**Indemnification**

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, incorporator, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, incorporator, employee, partner, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (including an employee benefit plan), shall be entitled to be indemnified by the corporation to the full extent then permitted by law against expenses (including counsel fees and disbursements), judgments, fines (including excise taxes assessed on a person with respect to an employee benefit plan), and amounts paid in settlement incurred by him in connection with such action, suit, or proceeding. Such right of indemnification shall inure whether or not the claim asserted is based on matters, which antedate the adoption of this Article XV. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, incorporator, employee, partner, trustee, or agent and shall inure to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article XV shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted of the bylaws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provisions of law, or otherwise.

**ARTICLE IX**  
**Limitations on Directors' Liability**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except: (A) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (B) for acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law, or (C) for any transaction from which the director derived any improper personal benefit. If the Florida Business Corporation Act is amended after the date of filing of this Certificate to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

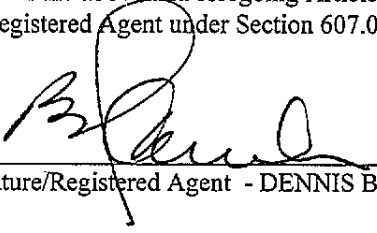
Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. A vote of two-thirds of the board of directors. Notwithstanding any other provision of this Certificate or the bylaws of the Corporation, and in addition to any affirmative vote required by law (and notwithstanding the fact that some lesser percentage may be specified by law), the bylaws shall be adopted, repealed, altered, amended or rescinded by the stockholders of the Corporation only by the vote of the holders of not less than 75% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose (provided that notice of such proposed adoption, repeal, alteration, amendment or rescission is included in the notice of such meeting), or, as set forth above, by the board of directors.

**ARTICLE X**  
**Amendment of Bylaws**

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In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to adopt, repeal, alter, amend and rescind the bylaws of the Corporation by a vote of two-thirds of the board of directors. Notwithstanding any other provision of this Certificate or the bylaws of the Corporation, and in addition to any affirmative vote required by law (and notwithstanding the fact that some lesser percentage may be specified by law), the bylaws shall be adopted, repealed, altered, amended or rescinded by the stockholders of the Corporation only by the vote of the holders of not less than 75% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors cast at a meeting of the stockholders called for that purpose (provided that notice of such proposed adoption, repeal, alteration, amendment or rescission is included in the notice of such meeting), or, as set forth above, by the board of directors.

I, Dennis B. Schroeder, an individual residing in Naples, Florida, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation is familiar with and accepts the duties of the position of the Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Signature/Registered Agent - DENNIS B. SCHROEDER

\_\_\_\_\_  
Date

1/3/2001

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, does make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 3rd day of January, 2001.

  
\_\_\_\_\_  
Signature /Incorporator - DENNIS B. SCHROEDER

\_\_\_\_\_  
Date

1/3/2001