

P01000028887

TRANSMITTAL LETTER

DEPARTMENT OF STATE
POB 6327
Tallahassee, Florida 32314

900003743849--7
-02/20/01--01098--003
*****78.75 *****78.75

Subject: Southwest Florida Holdings, Corporation

I enclose an original and one (1) copy of the articles of incorporation and a check in the amount of \$78.75.

Ute Rosinus Febr. 13-01
Ute Rosinus Date

From: Ute Rosinus
267811 South Bay Drive.Suite240
Bonita Springs.Florida.34134

FILED
01 MAR 16 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W01-4063
2-21-01
3-21-01

5✓



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 21, 2001

UTE ROSINUS
267811 S. BAY DR., STE. 240
BONITA SPRINGS, FL 34134

SUBJECT: SOUTHEAST FLORIDA HOLDINGS, CORPORATION
Ref. Number: W01000004063

We have received your document for SOUTHEAST FLORIDA HOLDINGS, CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 901A00010924

**ARTICLES OF INCORPORATION
OF
BONITA BOARDWALK, INC.**

ARTICLE I

NAME

The name of the Corporation is:
BONITA BOARDWALK, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II

PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Corporation is:

BONITA BOARDWALK, INC.
26811 South Bay Drive / Suite 240
Bonita Springs, Florida 34134

ARTICLE III

PURPOSE

The Corporation shall engage in any lawful activity or business for which the Corporation may be organized under the Florida Business Corporation Act.

ARTICLE IV

SHARES

The number of outstanding shares at one time shall be 500,000 (Five Hundred Thousand).

ARTICLE V

INITIAL OFFICERS

UTE ROSINUS
26811 South Bay Drive / Suite 240
Bonita Springs, Florida 34134

ARTICLE VI
REGISTERED AGENT

The name and the Florida street address of the registered agent is:

UTE ROSINUS
26811 South Bay Drive / Suite 240
Bonita Springs, Florida 34134

**ARTICLE VII
INCORPORATOR**

The name and the Florida street address of Incorporator is a:

UTE ROSINUS
26811 South Bay Drive / Suite 240
Bonita Springs, Florida 34134

**ARTICLE VIII
DURATION OF CORPORATION**

The duration of the Corporation shall be perpetual unless the Corporation dissolves in accordance with the provisions of the Corporation regulations or these Articles.

**ARTICLE IV
PROFIT AND LOSSES**

The profit and losses of the Corporation shall be allocated to the shareholders in accordance with and in proportion to each shareholder percentage interests (which shall be equal to the number of shareholders owned by a shareholder divided by the total number of shareholders owned by all of the shareholder shareholders) unless otherwise provided in the Regulations of the Corporation. A shareholder in the Corporation may be evidence by a shareholder Certificate issued by the Corporation.

**ARTICLE X
DISALOUTION OF CORPORATION**

The Corporation shall be dissolved upon the death, bankruptcy, dissolution, or termination of a shareholder's holdings of the Corporation for any reason, unless the business of the Corporation is continued by the consent of the remaining shareholders in the Corporation within 30 days after any of these events.

**ARTICLE XI
ASSIGNMENT OF SHARES**

No shareholder shall have the right to assign the shareholders interest in the Corporation without a written agreement of the majority shareholders. If the majority of the shareholders do not approve the assignment of the shares, the assignee shall have no right to become a shareholder, to participate in the management of the Corporation, or to exercise any other rights or powers of a shareholder. The assignee shall merely be entitled to receive as share of the profits or other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitles, to the extent assigned

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 as provided for in Chapter 608, F.S.

<u>Ute Rosinus</u>	<u>March 13-01</u>
Registered Agent	Date
<u>Ute Rosinus</u>	<u>March 13-01</u>
Incorporator	Date

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CIRTIIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 6+08.415 or 608.507, Florida Statutes, the undersigned Corporation, organized under the State of Florida, submits the following statement in designating the registered office / registered agent in the State Of Florida.

I. The name of the Corporation is: **BONITA BOARDWALK, INC.**

II. The name and address of the registered agent and office is:

**UTE ROSINUS
26811 South Bay Drive / Suite 240
Bonita Springs, Florida 34134**

Signature: _____

Ute Rosinus

Date: _____

March 13-01

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TALLAHASSEE, FLORIDA

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Ute Rosinus *March 13-01*
UTE ROSINUS **DATE**