



PO10000029722

ACCOUNT NO. : 072100000032

REFERENCE : 087728 81034A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : March 22, 2001

ORDER TIME : 11:36 AM

ORDER NO. : 087728-005

CUSTOMER NO: 81034A

CUSTOMER: Michael W. Mead, Esq
Michael Wm. Mead, Esq

P. O. Drawer 1329

Fort Walton Bea, FL 32549-1329

DOMESTIC FILING

NAME: KEY LIME FAIRWAY OAKS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 22 PM 12:17
2001 MAR 22 PM 2:21
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

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ARTICLES OF INCORPORATION

FILED

OF

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KEY LIME FAIRWAY OAKS, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation is: KEY LIME FAIRWAY OAKS, INC.

ARTICLE II.

Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III.

Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV.

Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) SHARES having a nominal or par value of \$1.00 per share.

ARTICLE V.

Address

The principal place of business of this corporation shall be 447 Valparaiso Parkway, Valparaiso, Florida 32580, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE VI.

Amendment

These Articles of Incorporation may be amended in the manner provided by law. The majority of the stockholders entitled to vote thereon shall approve every Amendment at a stockholder's meeting.

ARTICLE VII.
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII.
Officers

The names and addresses of the President, Vice-President, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
R.V. Schroeder	447 Valparaiso Pkwy Valparaiso, FL 32580	President & Treasurer
L.S. Miller, Jr.	447 Valparaiso Pkwy Valparaiso, FL 32580	Vice-President, & Secretary

ARTICLE IX.
Subscribers

The name and address of the subscriber of these Articles of Incorporation and the number of shares he agrees to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
R.V. Schroeder	447 Valparaiso Pkwy Valparaiso, FL 32580	4,425
L.S. Miller, Jr.	447 Valparaiso Pkwy Valparaiso, FL 32580	4,425

ARTICLE X.
Registered Agent

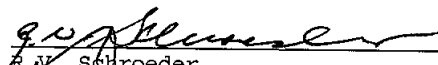
The Registered Agent of the corporation shall be R.V. SCHROEDER, and the street address of the office, place of business or location for the service of process within this State shall be 447 Valparaiso Parkway, Valparaiso, Florida 32580.

ARTICLE XI.
Incorporator

The names and addresses of the incorporators to these Articles of Incorporation are:

R.V. Schroeder	447 Valparaiso Pkwy Valparaiso, FL 32580
L.S. Miller, Jr.	447 Valparaiso Pkwy Valparaiso, FL 32580

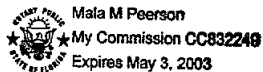
IN WITNESS WHEREOF, the undersigned have hereunto executed these presents this 20th day of March, 2001.



R.V. Schroeder


L.S. Miller, Jr.

STATE OF FLORIDA
COUNTY OF OKALOOSA

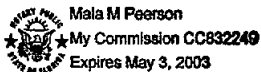
The foregoing instrument was acknowledged before me this 20th day of March, 2001 by R.V. SCHROEDER, who is personally known to me.





Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 20th day of March, 2001, by L.S. MILLER, JR., who is personally known to me.




Notary Public
My Commission Expires:

FILED

2001 MAR 22 PM 2:21

STATE OF FLORIDA
DEPARTMENT OF STATE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

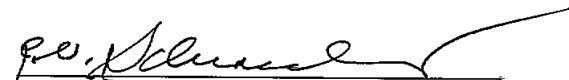
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST:

KEY LIME FAIRWAY OAKS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 447 Valparaiso Parkway, Valparaiso, Okaloosa County, Florida 32580 has named R.V. SCHROEDER, located at 447 Valparaiso Parkway, Valparaiso, Okaloosa County, Florida 32580 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


R.V. Schroeder

CORPSKey Lime Fairway Oaks, Inc.
Registered Agent Acceptance
MWM/bjg

MICHAEL WM MEAD
ATTORNEY AT LAW
24 WALTER MARTIN ROAD
P. O. DRAWER 1329
FORT WALTON BEACH,
FLORIDA 32549-1329