

*Kenneth A. Studstill, P. A.*  
*Attorney and Counsellor at Law*  
*Board Certified Civil Trial Lawyer*

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July 1, 2001

Corporate Records Bureau Division of Corporations  
Department of State  
Attn: Tim Burch Document Specialist/New Filing Section  
P.O. Box 6327  
Tallahassee, Florida 32301

In RE: Edgewater River Front, Inc.

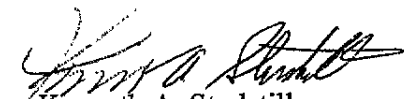
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-07/16/01--01072--013  
\*\*\*122.50 \*\*\*\*\*78.75

Dear Sirs:

Enclosed please find original and one copy of Articles of Incorporation of Edgewater River Front, Inc., Certificate Designating Place of Business or Domicile for the Service of Process within the State of Florida, Naming Agent Upon Whom Process May be Served and our check in the amount of \$122.50. Please file and return a certified copy of the Articles to our office.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

  
Kenneth A. Studstill

Enclosures

KAS/kf

FILED  
01 JUL 16 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3.5MTH JUL 17 2001

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**ARTICLES OF INCORPORATION  
OF  
EDGEWATER RIVER FRONT, INC.**

FILED  
01 JUL 16 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation hereby executes the same for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

The name of this corporation shall be:

**EDGEWATER RIVER FRONT, INC.**

**ARTICLE II**

The general nature of the business to be transacted by this corporation shall be and is as follows:

To conduct, carry on, operate and engage in the business of developing a 60 + acre 300 + units river front residential community with a marina and related activities of all kinds.

To acquire, by purchase, lease or otherwise, lands and interest in lands, to own, hold, improve, develop and manage any real estate so acquired, and to erect or cause to be erected, on any lands owned, held or accepted by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation to buy, sell, mortgage, exchange,

lease, hold for investment or otherwise use and operate, real estate of all kinds, improved and unimproved and any right or interest therein.

To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned or held by the corporation.

To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness, to own, buy, mortgage, sell or otherwise dispose of and to deal in and with property of all kinds as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporation as may be owned by it, the same as a natural person might do, and to enter into such agreements, contracts and stipulations and make such arrangements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended, and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

To become a member of and enter into any partnership or joint venture agreement for sharing profits with any person, firm or corporation.

To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in a company with others and to do and perform all such other things and acts as may be

necessary, profitable or expedient in carrying on any of the business or acts above-named.

To engage in or carry on any business activity or commercial enterprise which is lawful under the laws of the State of Florida and the laws of the United States of America.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article in this Certificate, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### **ARTICLE III**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock of Five Dollars (\$5.00) par value; all that are issued to be fully paid and exempt from assessment.

The capital stock may be paid for in cash, property, labor or services, the value of which property, labor or services shall be fixed by the Directors in the manner provided for by the Florida Statutes.

### **ARTICLE IV**

The amount of capital which this corporation shall begin business will be not less than five hundred dollars (\$500.00).

### **ARTICLE V**

This corporation is to have perpetual existence.

### **ARTICLE VI**

The principal office of this corporation shall be P.O. Box 691, Edgewater, Florida 32132.

### **ARTICLE VIII**

The number of Directors shall be not less than one (1) but no more than five (5).

### **ARTICLE IX**

The name and post office address of the first Board of Directors and Officers, who, subject to the provisions of the Articles of Incorporation and the By-Laws of the corporation and the first year of the corporations's existence, or until successors are elected and have qualified are:

#### **NAME AND ADDRESS**

#### **OFFICE**

Thomas Howard  
P.O. Box 691  
Edgewater, FL 32132

President, Treasurer

Thomas Howard  
P.O. Box 691  
Edgewater, FL 32132

Secretary

### **ARTICLE X**

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

#### **NAME AND ADDRESS**

#### **SHARES**

Thomas Howard  
P.O. Box 691  
Edgewater, FL 32132

7500 - 1 PAR SHARE

### **ARTICLE XI**

The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

The corporation reserves the right to amend, alter, change or repeal any provisions

contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, **THE UNDERSIGNED**, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, accordingly have hereunto set my hand and seal this 10<sup>th</sup> day of July, 2001.

*Thomas Howard*

THOMAS HOWARD

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 10<sup>th</sup> day of July, 2001 by Thomas Howard.

*personally known*

*Karen Barnhill Frost*

Notary Public

State of Florida at Large

My Commission Expires:



Karen Barnhill Frost  
Commission # 00362083  
Expires Oct. 24, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

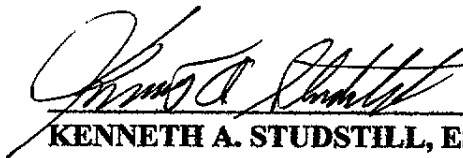
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

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

**First:** That **EDGEWATER RIVER FRONT, INC.** desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Titusville, Brevard County, Florida, has named **KENNETH A. STUDSTILL, ESQUIRE** of **KENNETH A. STUDSTILL, P.A.**, whose address is **503 Palm Avenue, Titusville, Florida 32796**, 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 am familiar with and accept the duties and responsibilities of Registered Agent, and agree to comply with the provisions of said Act relative to keeping open said office.



**KENNETH A. STUDSTILL, ESQUIRE  
KENNETH A. STUDSTILL, P.A.  
503 PALM AVENUE  
TITUSVILLE, FLORIDA 32796  
(321) 269-0666  
FLORIDA BAR NO.: 00956000**

SECRETARY OF STATE  
ALABAMA  
01 JUL 16 AM 11:03  
FLORIDA

FILED