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BECKER & POLIAKOFF, P.A.

FILED

Maitland Center  
500 Winderley Place, Suite 104  
Maitland, Florida 32751

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(800) 232-5379  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
09-20-01

Reply To:

Maitland

**Florida Offices**

Administrative Office  
3111 Stirling Road  
Ft. Lauderdale, FL 33312  
FL Toll Free: (800) 432-7712

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by appointment only

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of China

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Czech Republic

Bern, Switzerland\*

September 7, 2001

Secretary of State  
Division of Corporations  
Attn: New Filings  
P.O. Box 6327  
Tallahassee, FL 32314

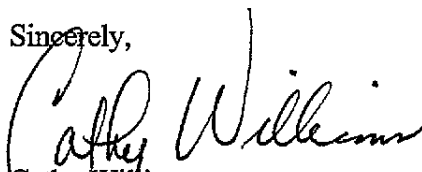
Re: Villages of Seaport Realty Corporation  
Articles of Incorporation  
Incorporation

Dear Sir or Madam:

Please find enclosed the original Articles of Incorporation of the above-referenced corporation. Please file the original and return a certified copy to me along with a certificate of status. Also enclosed is check No. 6708 in the amount of \$87.50, payable to the Secretary of State, to cover the costs.

If you have any questions, please contact me.

Sincerely,

  
Cathy Williams  
Secretary to C. John Christensen

/caw  
Encls.

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C. BLALOCK OCT 2 2001

0122162



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 12, 2001

CATHY WILLIAMS  
500 WINDERLEY PL STE 104  
MAITLAND, FL 32751

SUBJECT: VILLAGES OF SEAPORT REALTY CORPORATION  
Ref. Number: W01000021226

We have received your document for VILLAGES OF SEAPORT REALTY CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filing Section

Letter Number: 701A00051302



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 25, 2001

CATHY WILLIAMS  
500 WINDERLEY PL STE 104  
MAITLAND, FL 32751

SUBJECT: VILLAGES OF SEAPORT REALTY CORPORATION  
Ref. Number: W01000022162

We have received your document for VILLAGES OF SEAPORT REALTY CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filing Section

Letter Number: 301A00053227

**EFFECTIVE DATE**  
**09-20-01**

**FILED**

**01 SEP 10 PM 1:05**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION**  
**OF**  
**VILLAGES OF SEAPORT REALTY CORPORATION**

The undersigned subscribers to these Articles of Incorporation, who are natural persons competent to contract, hereby present these Articles for the formation of a corporation under the Florida Business Corporation Act, and other laws of the State of Florida.

**ARTICLE I**

**NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS**

The name of this corporation is "Villages of Seaport Realty Corporation." The street address of the principal office and mailing address of the corporation is 120 North Seaport Boulevard, Cape Canaveral, Florida 32920.

**ARTICLE II**

**CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) at \$1.00 par value.

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of

the acquisition of the shares, the stockholder shall have the right to dispose of his shares as he may see fit, provided the transfer is in accordance with these Articles and applicable law.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each stockholder.

Each share certificate issued by the corporation, or written statement confirming issuance of shares in lieu of a stock certificate, shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

### **ARTICLE III**

#### **EFFECTIVE DATE AND TERM OF EXISTENCE**

The effective date of corporate existence for the entity formed by these Articles shall be the 20 day of September, 2001, and this corporation is to exist perpetually thereafter.

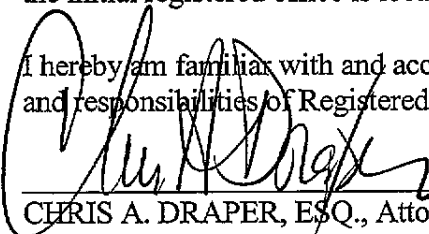
### **ARTICLE IV**

#### **REGISTERED OFFICE**

#### **AND REGISTERED AGENT**

The name of the initial registered agent of this corporation is Becker & Poliakoff, P.A. and the initial registered office is located at 500 Winderley Place, Suite 104, Maitland, Florida 32751.

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

  
CHRIS A. DRAPER, ESQ., Attorney

ARTICLE V

DIRECTORS

This corporation shall have 3 directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one nor other than an odd number. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Mel Sawyers	230 North Seaport Boulevard Cape Canaveral, FL 32920
Annette P. Sparks	132 Beach Park Lane Cape Canaveral, FL 32920
Robert Harton	163 Seaport Boulevard Cape Canaveral, FL 32920

Directors of this corporation may take action by written consent as provided by law.

ARTICLE VI  
INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Mel Sawyers	230 North Seaport Boulevard Cape Canaveral, FL 32920

ARTICLE VII

BYLAWS

The manner of exercising voting rights and procedures of the operation of the corporation are set forth in the Bylaws. The Bylaws may be amended in the manner set forth in the Bylaws.

## ARTICLE VIII

### AMENDMENTS

These Articles may be amended by action or vote of a majority of the Board of Directors, provided, however, shareholder approval shall be obtained when required by law from time to time.

## ARTICLE IX

### INDEMNIFICATION

Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or committee member of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the

membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, directors and committee members as permitted by Florida law.

Expenses. To the extent that a director, officer, or committee member of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article IX above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, officer, or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article IX, or as otherwise permitted by law.

Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything in this Article IX to the contrary, the



provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

## ARTICLE X

### SPECIAL PROVISIONS

No contract or other transaction between the corporation and any other corporation or entity, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or are Directors or Officers of such other corporation or principal of such other entity, and any Director or Directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, corporation or entity in which he may be interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation or entity without regard to the fact that he is also a Director or principal of such subsidiary or controlled corporation or entity.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 13<sup>th</sup> day of August, 2001.

Mel Sawyers  
MEL SAWYERS

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of  
August, by MEL SAWYERS, who is personally known to me, or has  
produced \_\_\_\_\_ as identification.  
If no type of identification is indicated, the above-named person is personally known to me.

Beverly J. Gauthier  
Notary Public  
Printed Name Beverly Gauthier  
State of Florida  
My Commission Expires \_\_\_\_\_

