

PO1000118764

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
01 DEC 17 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: **THE VILLA CONDOMINIUM AND RESORTS, INC.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
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**ADDITIONAL COPY REQUIRED**

FROM:

A1A Florida Corporate Services  
218 Southern Country Lane  
Quincy, FL 32351  
1-850-921-4840

RECEIVED  
01 DEC 17 AM 8:11  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

600004727486--9  
-12/17/01--01008--001  
\*\*\*\*\*575.00 \*\*\*\*\*78.75

J. BRYAN DEC 17 2001

## ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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TALLAHASSEE, FLORIDA

### ARTICLE I NAME

The name of the corporation shall be :

THE VILLA CONDOMINIUM AND RESORTS, INC.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is :

1447 N. PINEHILLS ROAD

ORLANDO, FL 32808

### ARTICLE III PURPOSE

The purpose for which the corporation is organized :

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

### ARTICLE IV SHARES

The number of shares of stock is:

100,000 COMMON SHARES

PAR VALUE \$.10

### ARTICLE V INITIAL OFFICERS / DIRECTORS (optional)

The name(s), address(es), and title(s) of the directors and officers is:

Director

RAYMOND E. HAMIEL

1875 ANGELA DRIVE ORLANDO, FL 32817

President, Vice President, Treasurer

JEAN R. PIERRE

1447 N. PINEHILLS ROAD ORLANDO, FL 32808

Secretary

JACQUELINE ACOSTA

1400 N. SEMORAN BLVD. ORLANDO, FL 32807

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TALLAHASSEE, FLORIDA

PAGE 2 THE VILLA CONDOMINIUM AND RESORTS, INC.

**ARTICLE VI REGISTERED AGENT**

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

LARRY SISSON  
218 SOUTHERN COUNTRY LANE  
QUINCY, FL 32351

**ARTICLE VII INCORPORATOR**

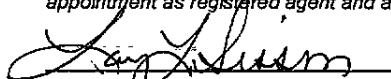
The name and Florida street address of the incorporator is:

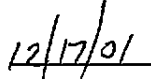
A1A FLORIDA CORPORATE SERVICES  
LARRY SISSON  
218 SOUTHERN COUNTRY LANE  
QUINCY, FL 32351

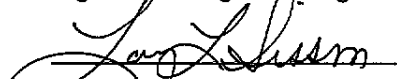
**ARTICLE VIII**

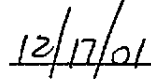
No director or officer of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, provided, however, that the foregoing clause shall not apply to any liability of a director or officer (I) for any breach of the director's or officer's duty of loyalty to the corporation or its shareholders, (II) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (III) for any transaction from which the director or officer derived an improper personal benefit. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advancement of attorney's fees and expenses to any person who is or was an officer or director of the Corporation.

\*\*\*\*\*  
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
Signature / Registered Agent

  
Date

  
Signature/Incorporator

  
Date