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BANKRUPTCY

PERSONAL INJURY AND WRONGFUL DEATH

TRIAL PRACTICE

GENERAL PRACTICE

James M. Magee

FAMILY LAW

REAL PROPERTY

TRIAL PRACTICE

GENERAL PRACTICE

H. James Brett

OF COUNSEL

December 28, 2001

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Att: Katherine Harris, Secretary of State

10000474441--8

-12/31/01--01039--007

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Ms. Harris:

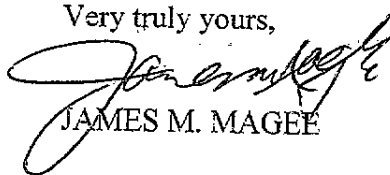
**RE: Intercoastal Realty Development Group, Inc.**

Enclosed please find an original Articles of Incorporation in reference to Intercoastal Realty Development Group, Inc., together with Certificate Designating Registered Agent and Registered Address of the Corporation for Service of Process within this State, and Acceptance.

Enclosed also find our Trust check in the amount of \$78.75 for filing and returning a certified copy to our office.

Wishing you the very best for the coming year.

Very truly yours,

  
JAMES M. MAGEE

JMM/ap  
Enclosure

FILED  
01 DEC 31 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
INTERCOASTAL REALTY DEVELOPMENT GROUP, INC**

**ARTICLE 1**

The name of the corporation is INTERCOASTAL REALTY DEVELOPMENT GROUP, INC.

**ARTICLE 2**

The objectives and purposes for which the corporation is organized are for real acquisitions and development, and for any other lawful purpose.

**ARTICLE 3**

The duration of existence of the corporation is perpetual.

**ARTICLE 4**

The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares. All such shares shall be of a single class, designated as common, and shall be without par value.

**ARTICLE 5**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

**ARTICLE 6**

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE 7**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## **ARTICLE 8**

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

## **ARTICLE 9**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## **ARTICLE 10**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and address are as follows:

Gary D. Waggoner and Karen Reilly  
2735 Maxwell Drive  
Apopka, FL 32703

**ARTICLE 11**

The initial Registered Agent of the corporation is JAMES M. MAGEE The street address of the corporation's initial registered office is:

226 Hillcrest Street  
Orlando, Fl 32801

**ARTICLE 12**

The name and address of the incorporator of the corporation is:

Karen Reilly  
2735 Maxwell Drive  
Apopka, Fl 32703

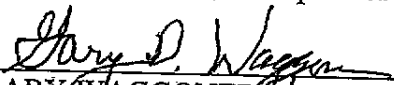
The address of the of corporation's initial business office is:

2735 Maxwell Drive  
Apopka, Fl 32703

In Witness Whereof, I have signed my name this date.

Dated this 26<sup>th</sup> day of December, 2001.


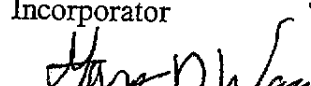
  
KAREN REILLY, Incorporator

  
GARY WAGGONER, Incorporator

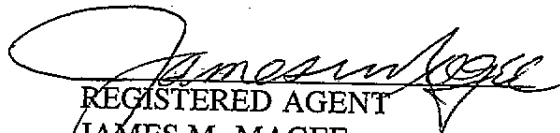
**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED  
ADDRESS OF THE CORPORATION FOR SERVICE OF PROCESS  
WITHIN THIS STATE, AND ACCEPTANCE.**

In accordance with Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said act;

That INTERCOASTAL REALTY DEVELOPMENT GROUP, INC, desires to organize under the laws of the State of Florida with its registered office at 226 Hillcrest Street, Orlando, FL 32801, as indicated in the Articles of Incorporation, has named as its registered agent and registered office, JAMES M. MAGEE as its agent to accept service of process within this State.

  
KAREN REILLY  
Incorporator  
  
GARY WAGGONER  
Incorporator  
FILED  
01 DEC 31 AM 11:36  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of the aforementioned Statutes, including keeping open said office.

  
REGISTERED AGENT  
JAMES M. MAGEE

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of December 2001, by JAMES M. MAGEE, ESQUIRE, as Registered Agent of INTERCOASTAL REALTY DEVELOPMENT GROUP, INC, a Florida corporation on behalf of the corporation. He is personally known to me or has produced personally known as identification.

  
NOTARY PUBLIC  
My Commission Expires:

