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Law Office of Terence Matthews

Chartered

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December 28, 2001

FILED  
02 JAN 22 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

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-01/22/02-01101-022  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: The Palms of Riviera Dunes Development Corporation

Dear Ladies:

Please find enclosed the original and a duplicate copy of the Articles of Incorporation of this proposed corporation and the Acceptance of the Registered Agent.

Will you kindly endorse your approval of the Articles of Incorporation, certify and return same to us at your earliest convenience.

I am enclosing a check payable to your order in the sum of \$122.50 to cover the following:

Filing Fee	35.00
Certified Copy	52.00
Registered Agent Certification	<u>35.00</u>
TOTAL	122.50

Thank you for your attention to this matter.

Sincerely,

*Cheryl Todt*

Cheryl Todt  
Legal Assistant to  
Terence Matthews

**ARTICLES OF INCORPORATION**  
**OF**  
**THE PALMS OF RIVIERA DUNES DEVELOPMENT CORPORATION**

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**ARTICLE I--NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is THE PALMS OF RIVIERA DUNES DEVELOPMENT CORPORATION and its principal place of business is 199 Bimini Dr., Palmetto, Florida 34221.

**ARTICLE II--DURATION**

This corporation shall exist perpetually.

**ARTICLE III--PURPOSE**

This corporation is organized for the purpose of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV--POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE V--CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of common stock having a par value of one (1) dollar per share.

**ARTICLE VI--PREEMPTIVE RIGHTS**

Every shareholder shall have the right to purchase his pro-rata share of any new stock of this corporation of the same kind, class or series as that which he already holds at the price at which it is offered to all other stockholders.

#### ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 5190 26<sup>th</sup> St. West, Suite D, Bradenton, Florida, and the name of the initial registered agent of this corporation at that address is Terence Matthews.

#### ARTICLE VIII-MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation will be managed under the direction of the shareholders of this corporation; the act of stockholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one 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, represented 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 IX--INCORPORATORS

The name and address of the person signing these Articles is Terence Matthews, 5190 26<sup>th</sup> St. West, Suite D, Bradenton, Florida 34207.

#### ARTICLE X-BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

#### ARTICLE XI-INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

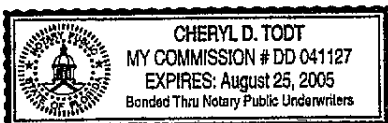
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 28<sup>th</sup> day of December, 2001.

  
\_\_\_\_\_  
Terence Matthews L.S.

STATE OF FLORIDA  
COUNTY OF MANATEE

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared Terence Matthews, known to me and known by me to be the persons signing these Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation freely.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28<sup>th</sup> day of December, 2001.



  
\_\_\_\_\_  
Notary Public State of Florida

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

Pursuant to Section 48.091, Florida Statutes, the following is submitted: that THE  
PALMS OF RIVIERA DUNES DEVELOPMENT CORPORATION desiring to organize  
under the laws of the State of Florida with its principal office, as indicated in the Articles  
of Incorporation, in the City of Palmetto, County of Manatee, State of Florida, has  
named Terence Matthews, 5190 26<sup>th</sup> St. West, Bradenton, Florida, 34208., County of  
Manatee, State of Florida, as its agent to accept service of process within the State of  
Florida.

  
Terence Matthews, Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at  
the place designated in this Certificate, I hereby accept such appointment and agree to act  
in this capacity, and agree to comply with the provision of law relating to keeping said  
office open.

  
Terence Matthews, Registered Agent

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