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ORDER DATE : May 3, 2002

ORDER TIME : 11:14 AM

ORDER NO. : 563595-005

CUSTOMER NO: 7133468

CUSTOMER: Zana .. Raybon, Paralegal
Kane And Koltun

Suite 100
557 N. Wymore Road
Maitland, FL 32751

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DOMESTIC FILING

NAME: GRAND POINTE TRUST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS: _____

FILED
02 MAY -3 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g/s/b

**ARTICLES OF INCORPORATION
OF
GRAND POINTE TRUST, INC.**

FILED
2 MAY -3 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator hereby forms a corporation for profit pursuant to Chapter 607 of the Florida Statutes and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **GRAND POINTE TRUST, INC..**

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to develop real estate and to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 86 Spring Vista Drive, Suite 200, DeBary, FL 32713.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000), of which one hundred (100) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class A voting common stock and nine hundred (900) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class B nonvoting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, of Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares."

ARTICLE V - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of real estate development and to engage in any other profitable venture.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property whether or not such property is necessary for the rendering of professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE VI - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 557 No. Wymore Road, Suite 100, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is **STEVEN H. KANE**. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
JOHN CHARLES GRAY, JR.	86 Spring Vista Drive Suite 200 DeBary, FL 32713

ARTICLE IX - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two.
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has qualified, are:

<u>Name</u>	<u>Address</u>
JOHN CHARLES GRAY, JR.	86 Spring Vista Drive Suite 200 DeBary, FL 32713
STACEY ANN GRAY	86 Spring Vista Drive Suite 200 DeBary, FL 32713

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

ARTICLE X- BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this Corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote

thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XII - DATE OF EXISTENCE

This Corporation shall commence its existence upon the filing of these Articles and shall exist perpetually unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Florida this 2nd day of May, 2002.


JOHN CHARLES GRAY, JR.
Incorporator

DESIGNATION OF RESIDENT AGENT AND ACCEPTANCE

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Steven H. Kane
STEVEN H. KANE
Date: 5/02/02

FILED
02 MAY -3 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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