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\*BOARD CERTIFIED (CIVIL LITIGATION)  
\*BOARD CERTIFIED (BUSINESS LITIGATION)

May 3, 2002

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
5-3-02

VIA FEDERAL EXPRESS

Re: New Smyrna Condo Building No. 3, Inc.  
Our File No.: 5733-13

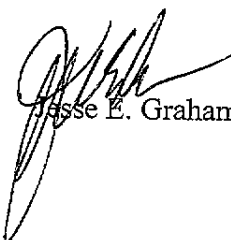
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-05/06/02--01061--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Filing Clerk:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firms trust account check in the amount of \$78.75 made payable to the Florida Department of State, representing the required fee.

Please return a file-stamped copy to me (a self-addressed, stamped envelope is enclosed for your convenience). If you have any questions regarding this matter, please do not hesitate to contact me. Thank you.

Very truly yours,

  
Jesse E. Graham, Sr.

JEG Sr./slk  
Enclosures

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAY - 6 AM 11:05

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAY -6 AM 11:05

**ARTICLES OF INCORPORATION**

of

**NEW SMYRNA CONDO BUILDING NO. 3, INC.**

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for the corporation (the "Corporation").

**ARTICLE I**  
**NAME**

EFFECTIVE DATE  
5-3-02

The name of this Corporation is NEW SMYRNA CONDO BUILDING NO. 3, INC.

**ARTICLE II**  
**ADDRESS OF PRINCIPAL OFFICE**

The principal office and street address of this Corporation is 3033 Chimney Rock Road, Suite 400, Houston, Texas 77056.

**ARTICLE III**  
**EXISTENCE; DURATION**

The date of corporate existence shall be the date of acknowledgment of these Articles provided the Articles are filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of the filing. This Corporation shall exist perpetually unless dissolved by operation of law.

**ARTICLE IV**  
**GENERAL PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE V**  
**CAPITAL STOCK**

This Corporation is authorized to issue five thousand (5,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 369 North New York Avenue, Third Floor, Winter Park, Florida 32789, and the name of the initial registered agent of this Corporation at that address is Jesse E. Graham, Sr.

**ARTICLE VII**  
**INCORPORATOR**

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

Jesse E. Graham, Sr.

369 North New York Avenue, Third Floor  
Winter Park, Florida 32789

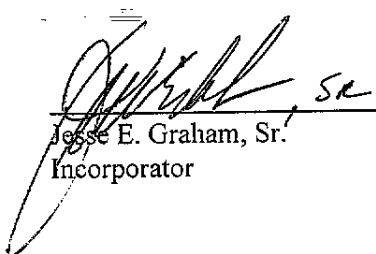
**ARTICLE VIII**  
**INDEMNIFICATION**

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

**ARTICLE IX**  
**AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles at Winter Park, Florida, this 3rd day of May, 2002.

  
\_\_\_\_\_  
Jesse E. Graham, Sr.  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of May, 2002, by Jesse E. Graham, Sr. who is personally known to me.

(Notary Seal)



Vanda D. Mitchell  
MY COMMISSION # CC912143 EXPIRES  
March 10, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

  
\_\_\_\_\_  
NOTARY PUBLIC

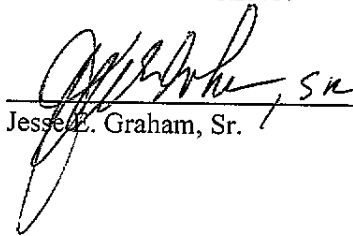
Print Name: Vanda D. Mitchell

My Commission Expires: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for NEW SMYRNA CONDO BUILDING NO. 3, INC., at the place designated in the Articles of Incorporation, I am familiar with and hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

  
\_\_\_\_\_  
Jesse E. Graham, Sr.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAY -6 AM 11:05