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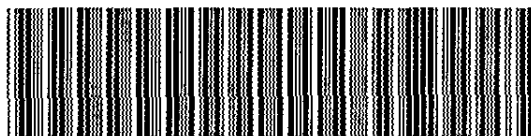
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STATE OF FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Grove on Lake Francis Inc

- ☒ Art of Inc. File_____
- ☐ LTD Partnership File_____
- ☐ Foreign Corp. File_____
- ☐ L.C. File_____
- ☐ Fictitious Name File_____
- ☐ Trade/Service Mark_____
- ☐ Merger File_____
- ☐ Art. of Amend. File_____
- ☐ RA Resignation_____
- ☐ Dissolution / Withdrawal_____
- ☒ Annual Report / Reinstatement_____
- ☒ Cert. Copy_____
- ☐ Photo Copy_____
- ☐ Certificate of Good Standing_____
- ☐ Certificate of Status_____
- ☐ Certificate of Fictitious Name_____
- ☐ Corp Record Search_____
- ☐ Officer Search_____
- ☐ Fictitious Search_____
- ☐ Fictitious Owner Search_____
- ☐ Vehicle Search_____
- ☐ Driving Record_____
- ☐ UCC 1 or 3 File_____
- ☐ UCC 11 Search_____
- ☐ UCC 11 Retrieval_____
- ☐ Courier_____

Signature _____

Requested by: AW

Name _____

Date 12/23

Time _____

Walk-In _____

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**ARTICLES OF INCORPORATION
OF
THE GROVE ON LAKE FRANCIS, INC.**

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

THE GROVE ON LAKE FRANCIS, INC.

ARTICLE II. PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation is 600 Highway 70 West, Lake Placid, Florida 33852. The Board of Directors may from time to time move the principal office to any other address in Florida. The initial mailing address of the principal office of the Corporation is P.O. Box 1005, Lake Placid, Florida 33862.

ARTICLE III. PERMITTED BUSINESS AND ACTIVITIES

The general nature of the business to be transacted by this Corporation is to develop real estate and to engage in any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. A holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for (i) any of the corporation's authorized but unissued stock of any class, (ii) any of the corporation's treasury stock, (iii) any additional stock of any existing or newly created class resulting from an increase in the corporation's authorized capital stock or (iv) any bonds, certificates of indebtedness, debentures or other securities issued by the corporation, prior to purchase by any new purchaser, if such stock or securities are issued for cash, prorata, based on such shareholder's percentage of ownership of stock in the corporation.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing of these articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI. INITIAL REGISTERED AGENT

The street address of the initial registered agent of the corporation in the State of Florida is 445 South Commerce Avenue, Sebring, Florida 33870, and the name of the corporation's initial registered agent at that address is Robert E. Livingston, Esq.

ARTICLE VII. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the director, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation, all of which are not inconsistent with these Articles, any bylaws that may be adopted by the shareholders or any shareholders' agreement.

ARTICLE IX. ORIGINAL DIRECTORS

The name and address of the initial members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Lynn Oakley	P.O. Box 1005 Lake Placid, Florida 33862
Kelly Walker	P.O. Box 1005 Lake Placid, Florida 33862

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Robert E. Livingston	445 South Commerce Avenue Sebring, Florida 33870

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE XI. AMENDMENTS

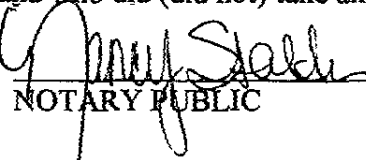
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting in accordance with the law and any shareholders' agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 20th day of December, 2002.

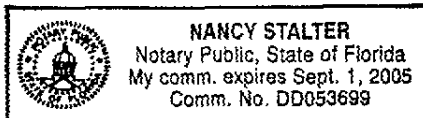

ROBERT E. LIVINGSTON, Incorporator

**STATE OF FLORIDA
COUNTY OF HIGHLANDS**

The foregoing instrument was acknowledged before me this 20th day of December, 2002, by **ROBERT E. LIVINGSTON** who is personally known to me, or who produced Ma as identification, and who did (did not) take an oath.


NOTARY PUBLIC

Notarial Seal and Commission.



FILED

02 DEC 23 PM 2:56

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY
REGISTERED AGENT**

STATE
FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the below mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and office in the State of Florida.

DESIGNATION

1. The name of the corporation is: THE GROVE ON LAKE FRANCIS, INC.
2. The name and street address of the registered agent and office are: Robert E. Livingston, 445 South Commerce Avenue, Sebring, Florida 33870.

ACCEPTANCE

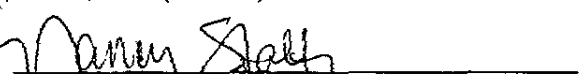
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Executed this 20th day of December, 2002.


ROBERT E. LIVINGSTON, Registered Agent

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 20th day of December, 2002, by **ROBERT E. LIVINGSTON** who is personally known to me, or who produced na as identification, and who did (did not) take an oath.


NOTARY PUBLIC

