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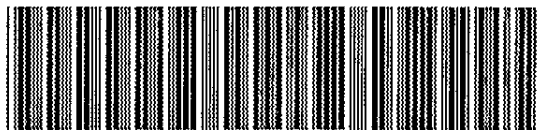
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**SMITH  
SAUER  
& DEMARIA**

ATTORNEYS AT LAW

**Via Federal Express**

September 30, 2003

*G. Thomas Smith  
Board Certified  
Real Estate Attorney*

Secretary of State  
Corporate Records Division  
Post Office Box 6327  
Tallahassee, Florida 32314

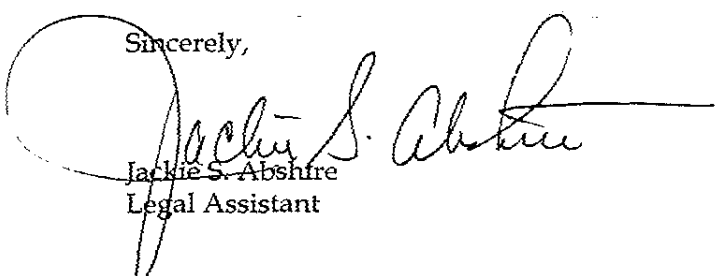
RE: La Riva, Inc.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Articles of Incorporation relative to the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee. Please file the original and return a date-stamped copy to us as evidence of filing.

Should you have any questions or need additional information, please do not hesitate to contact us.

Sincerely,



Jackie S. Abshire  
Legal Assistant

JSA:

Enclosures

c: Mr. David Schutz  
Mr. William Coleman Bryan

**ARTICLES OF INCORPORATION  
OF  
LA RIVA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I-NAME**

The name of this corporation is La Riva, Inc.

**ARTICLE II-DURATION**

This corporation shall have a perpetual existence commencing effective October 6, 2003.

**ARTICLE III-PURPOSE**

The general purposes for which the corporation is organized are:

(1) To acquire, develop, manage, buy and sell real estate property, including but not limited to condominium complexes.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative

association, fraternal benefit society, state fair or exposition business.

#### **ARTICLE IV-CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

#### **ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation in the State of Florida is 510 East Zaragoza, Pensacola, Florida 32502. The name of the initial registered agent for the corporation at that address is G. Thomas Smith. The principal office of the corporation shall be 510 East Zaragoza, Pensacola, Florida 32502. The mailing address shall be 6806 Seybold, Madison, Wisconsin 53719.

#### **ARTICLE VI-INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is two (2). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

##### **NAME**

William Coleman Bryan

##### **STREET ADDRESS**

Box 2006  
Knoxville, TN 37901

David A. Schutz

6806 Seybold Road  
Madison, WI 53719

#### ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

NAME

STREET ADDRESS

G. Thomas Smith

510 E. Zaragoza Street  
Pensacola, Florida 32502

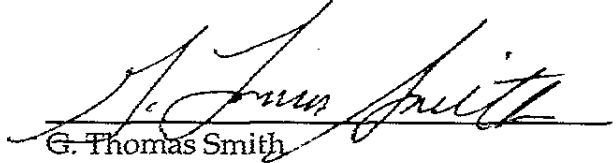
#### ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX-AMENDMENT

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

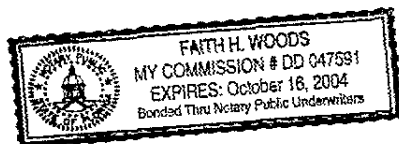
IN WITNESS WHEREOF, the undersigned has signed these Articles of  
Incorporation on this 30th day of September, 2003.


  
G. Thomas Smith

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared G. Thomas Smith, who X is personally known to me or \_\_\_ produced a \_\_\_\_\_ as identification and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 30th day of September, 2003.



  
Printed Name: FAITH H. WOODS  
Notary Public Stamp:

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment of Registered Agent of La Riva, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.

  
G. Thomas Smith

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