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# FLORIDA PROFIT CORPORATION OR P.A.

**Ponte Vedra Building & Development, Inc.**

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# AFFIDAVIT

I, Thomas Taylor, former Managing Member of Ponte Vedra Building & Development, LLC, an inactive Florida limited liability company that was dissolved by the Florida Secretary of State on October 27, 2003, have no intention of using the name Ponte Vedra Building & Development, LLC. Accordingly, I hereby release the name "Ponte Vedra Building & Development, LLC."

Ponte Vedra Building & Development, LLC

By: ______________________
Thomas Taylor, Managing Member

STATE OF Florida )
COUNTY OF St. Johns )

The foregoing instrument was acknowledged before me on 10/27/03, 2003 by Thomas Taylor, former Managing Member of Ponte Vedra Building & Development, LLC, an inactive Florida limited liability company, on behalf of the company. He ___ is personally known to me OR ✓ has produced a FLA driver's license as identification.

T 460-828-56-244-0

______________________
Notary Public in and for the State and County Aforesaid
Print Name: Stacy Nash
Commission expires: ______________
Commission No. ______________

[NOTARIAL SEAL]

Stacy Nash
My Commission DD211806
Expires May 13, 2007

{JA151155;1}

# ARTICLES OF INCORPORATION

# OF

# PONTE VEDRA BUILDING & DEVELOPMENT, INC.

## ARTICLE I
Name and Duration

The name of the Corporation is Ponte Vedra Building & Development, Inc. The duration of the Corporation is perpetual. The Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

## ARTICLE II
Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 151 Sawgrass Corners, Suite 105, Ponte Vedra Beach, Florida 32086.

## ARTICLE III
Registered Office and Agent

The street address of the registered office in the State of Florida is 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202. The name of the registered agent at such address is MOTOLAW, Inc.

## ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock ("Common Stock") having no par value per share.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

| Name | Address |
|---|---|
| MOTOLAW, Inc. | 50 North Laura Street, Suite 2500<br>Jacksonville, Florida 32202 |

ARTICLE VII
Board of Directors

1. The number of members of the Board of Directors may be increased or decreased from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of the shareholders.

3. The name and mailing address of the person(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders is as follows:

| Name | Address |
|---|---|
| Thomas Taylor | 151 Sawgrass Corners, Suite 105<br>Ponte Vedra Beach, Florida 32086 |

ARTICLE VIII
Amendment

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 statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX
Bylaws

The power to adopt, amend or repeal bylaws for the management of the Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

**ARTICLE X**
Indemnification

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

**ARTICLE XI**
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Dated at Duval County, Jacksonville, Florida this 28th day of October, 2003.

**INCORPORATOR:**

MOTOLAW, INC., a Florida corporation

By: Robt G. Shaffer II, Presdt
Robert G. Shaffer, II, President

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Ponte Vedra Building & Development, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicted in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named MOTOLAW, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statues.

Dated this 28th day of October, 2003.

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TALLAHASSEE, FLORIDA

MOTOLAW, INC.

By: [signature] II, President
Robert G. Shaffer, II, President