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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 323983 7145323

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : November 17, 2003

ORDER TIME : 10:29 AM

ORDER NO. : 323983-005

CUSTOMER NO: 7145323

CUSTOMER: Mr. Wade Boyette
Gray, Harris & Robinson, P.a.

P.O. Box 120848

Clermont, FL 34712-0848

DOMESTIC FILING

NAME: VILLAS @ POLO PARK MANAGEMENT,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION
OF
VILLAS @ POLO PARK MANAGEMENT, INC.

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I
Name

The name and street address of this corporation shall be: **VILLAS @ POLO PARK MANAGEMENT, INC.**, 121 Emerald Loop, Davenport, FL 33837. The mailing address of this corporation shall be 121 Emerald Loop, Davenport, FL 33837.

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
K. Wade Boyette, Jr.	1635 E. Highway 50 Suite 300 Clermont, FL 34711

The names and addresses of the Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel. P. Boss	121 Emerald Loop Davenport, FL 33837

Gary R. Boss	121 Emerald Loop Davenport, FL 33837
Bryan L. Boss	121 Emerald Loop Davenport, FL 33837
Michael T. Boss	121 Emerald Loop Davenport, FL 33837
Gayle A. Gillett	121 Emerald Loop Davenport, FL 33837
Edwin G. Gillett	121 Emerald Loop Davenport, FL 33837
Mark A. Cook	121 Emerald Loop Davenport, FL 33837

ARTICLE V **Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI **Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by seven (7) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin shall be the date of filing of these Articles of Incorporation with the state of Florida.

ARTICLE X
Registered Office and Registered Agent

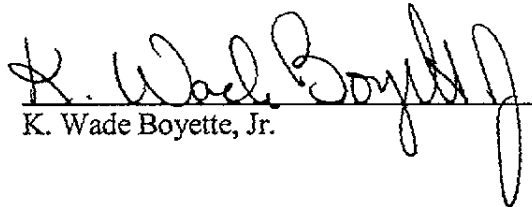
The address of the initial registered office of this corporation is 1635 E. Highway 50, Suite 300, Clermont, FL 34711. The name and address of the Registered Agent of this corporation is K. Wade Boyette, Jr., 1635 E. Highway 50, Suite 300, Clermont, FL 34711.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

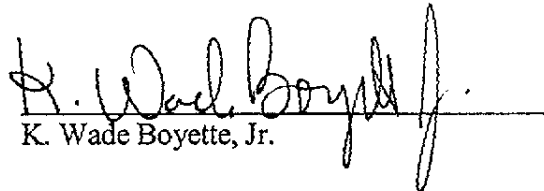
IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 14 day of November, 2003.


K. Wade Boyette, Jr.

ACCEPTANCE

I hereby accept appointment as Registered Agent of **VILLAS @ POLO PARK
MANAGEMENT, INC.**

Dated: November 14, 2003.


K. Wade Boyette, Jr.

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