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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: GREENBERG TRAURIG (ORLANDO) ACCT#: 103731001374
CONTACT: GLORIA FISK
PHONE: (407)418-2435 FAX #: (407)420-5909

NAME: Bainbridge Homes, Inc.
AUDIT NUMBER.....H03000332032
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 6, 2004

BAINBRIDGE HOMES, INC.
12765 W FOREST HILL BLVD
SUITE 1307
WELLINGTON, FL 33414

SUBJECT: BAINBRIDGE HOMES, INC.
Ref. Number: P03000151252

To Whom It May Concern:

In a recent audit of our records we have determined that the original Articles of Incorporation for BAINBRIDGE HOMES, INC., document number P03000151252, has been misplaced and has not been imaged for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of the articles, so that we can complete our records.

Please send the copy to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Lyn Turley-Shoffstall

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (850) 245-6900.

Sincerely,
Lyn Turley-Shoffstall,
Management Review Specialist
Bureau of Commercial Recording

Letter number: 404A00000470

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
BAINBRIDGE HOMES, INC.

(a Florida corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation shall be BAINBRIDGE HOMES, INC. and the business address and location of the Corporation shall be 12765 W. Forest Hill Blvd., Suite 1307, Wellington, Florida 33414.

ARTICLE II
CORPORATE DURATION

This Corporation shall commence to exist upon the filing of these Articles of Incorporation. The duration of the Corporation is perpetual.

ARTICLE III
GENERAL PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do all and everything necessary, suitable, or proper for the accomplishment of that purpose, the attainment of any objectives, or the exercise of any authority therein set forth, either alone or in conjunction with any other corporation, firm, or individual, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or authority.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares for which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of \$.01 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 12765 W. Forest Hill Blvd., Suite, 1307, Wellington, Florida 33414 and the name of the initial registered agent of this Corporation at that address is Richard A. Schechter.

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ARTICLE VI
INITIAL DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders. The names and addresses of the initial directors of this Corporation shall be:

Richard A. Schechter
12765 W. Forest Hill Blvd., Suite 1307
Wellington, Florida 33414

Sheila N. Mead
12765 W. Forest Hill Blvd., Suite 1307
Wellington, Florida 33414

George W. Banks
12765 W. Forest Hill Blvd., Suite 1307
Wellington, Florida 33414

ARTICLE VII
INCORPORATOR

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

George W. Banks
12765 W. Forest Hill Blvd., Suite 1307
Wellington, Florida 33414

ARTICLE VIII
AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 28 day of November, 2003


George W. Banks, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

SECRET
TALLAHASSEE, FLORIDA

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In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

BAINBRIDGE HOMES, INC., (the "Corporation") desiring to organize as a domestic for profit corporation or qualify under the laws of the State of Florida has named and designated RICHARD A. SCHECHTER as its Registered Agent to accept service of process within the State of Florida with its registered office located at 12765 W. Forest Hill Blvd., Suite 1307, Wellington, Florida 33414.

ACKNOWLEDGEMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 25 day of November, 2003.


RICHARD A. SCHECHTER

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