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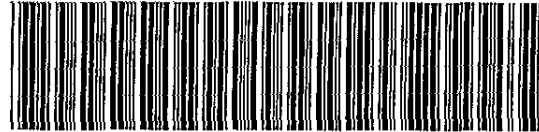
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Christopher Smith
110 9th Street S
Naples FL 34102

Florida Department of State
Division of Corporations
409 East Gain St
Tallahassee, FL 32329

February 10, 2004

Dear Sir:

Enclosed please find check #395 in the amount of \$78.75 for filing fees, registered agent, and a certified copy of the Articles of Incorporation.

Please contact me at 239-434-9584 if you have any questions regarding this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Chris Smith', written over a horizontal line.

Christopher Smith

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**ARTICLES OF INCORPORATION
OF
WATERGARDEN 1202, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the Corporation ("Corporation") is WATERGARDEN 1202, INC., and the principal address and principal place of business is 110 9th Street South, Naples, Florida 34102.

ARTICLE II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE III - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is 110 9th Street South, Naples, Florida 34102. The name of its registered agent at such address is CRAIG HARRINGTON.

ARTICLE IV - AUTHORIZED SHARES

The total number of shares of stock which the corporation is authorized to issue is Ten Thousand (10,000) and the par value of each of such shares is One Cent (\$0.01) per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V - BOARD OF DIRECTORS

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

NAME
Christopher Smith

MAILING ADDRESS
110 9th Street South
Naples, FL 34102

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI- AMENDMENTS

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these articles of incorporation is Christopher Smith, whose mailing address is 110 9th Street South, Naples, Florida 34102.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true and, accordingly, have hereto set his hand and seal this 10th day of February, 2004.

By: 

Christopher Smith
Incorporator

Acceptance of Registered Agent

Having been named to accept service of process for Watergarden 1202, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: February 10, 2004

By: 

Craig Harrington
Registered Agent