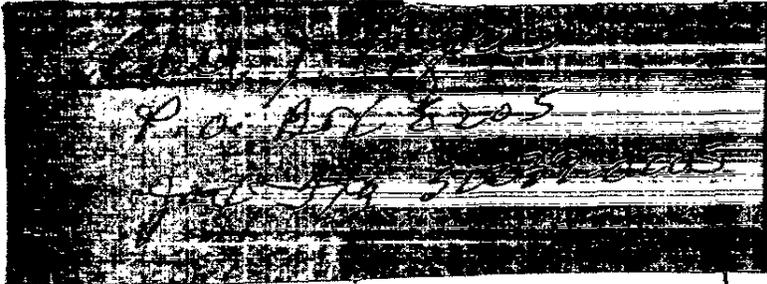


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ARTICLES OF INCORPORATION
OF
THE FOUNTAIN AT OAKHURST, INC.

FILED
04 FEB 13 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned as incorporators of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE ONE: NAME

The name of this Corporation shall be THE FOUNTAIN AT OAKHURST, INCORPORATED.

ARTICLE TWO: COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of State. This Corporation shall have perpetual existence.

ARTICLE THREE: PURPOSE

The general nature of the Corporation is to transact business that is lawful, and to exercise all powers granted to corporations by the laws of the state of Florida. More specifically, the Corporation will transact, but not be limited to the following business:

A. Purchase, construct, rehabilitate manage and sell residential and commercial real properties for single family, multi-family and institutional occupancy.

B. Receive, take by grant, gift, devise, bequeath or otherwise, lease or acquire, own, hold, improve, employ, use and otherwise dealing in and with real estate or personal property or interest therein, wherever situated.

C. Transact the business of investment on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

D. Invest in new and existing enterprises on its own or by the mechanism of joint venture.

E. Do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to or connected with general business that is lawful and consistent with the Florida Corporate law and these Articles of Incorporation, whether in the state of Florida or in any state, territory, district, or possession of the United States or in any foreign country to the extent that these purposes are lawful by the laws of the state, territory, district or possession of the United States or by the foreign country in which the Corporation might do or engage in business.

ARTICLE FOUR: AUTHORIZED SHARES OF STOCK

Number: The aggregate number of shares that the corporation shall have the authority to issue is 7, 500 shares of capital stock with a par value of one dollar (\$1.00) per share. If at any time the holders of a majority of the shares of the Corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the Corporation or any part thereof to which agreement the Corporation shall become a party, the Corporation shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge, or hypothecation, or any attempted sale, transfer, assignment, pledge, or hypothecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the Corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

ARTICLE FIVE: PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this

Corporation as may be issued for money, or any property or services from time to time, in addition to the stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE SIX: REGISTERED AGENT AND PRINCIPLE OFFICE

The initial street address in Florida of the initial registered office of the Corporation is The Fountain at Oakhurst, Oakhurst Avenue, Jacksonville, Florida 32208. And the name of the initial Registered Agent at such address is Edith J. Rogers, and the initial principle office shall be 3027 Sabal Palm Drive, Jacksonville, Florida 32277.

ARTICLE SEVEN: MANAGEMENT

The initial Board of Directors shall consist of one or more members, who need not be residents of the State of Florida or shareholders of the Corporation, but shall be responsible for the management of the affairs of the Corporation.

ARTICLE EIGHT: BOARD OF DIRECTORS

This Corporation shall not have less than two (2) directors, but may have such greater number as may be elected by the stockholders from time to time. The names and post office addresses of the members of the first board of directors, who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>NUMBER AND STREET</u>	<u>CITY</u>	<u>STATE</u>
Roosevelt Rogers, Jr.	3027 Sabal Palm Drive	Jacksonville	FL 32277
Edith J. Rogers	3027 Sabal Palm Drive	Jacksonville	FL 32277

ARTICLE NINE: INCORPORATOR (S)

The names and post office addresses of the subscriber of theses

Articles of Incorporation are as follows:

<u>NAME</u>	<u>NUMBER AND STREET</u>	<u>CITY</u>	<u>STATE</u>
Roosevelt Rogers, Jr.	3027 Sabal Palm Drive	Jacksonville	FL 32277
Edith J. Rogers	3027 Sabal Palm Drive	Jacksonville	FL 32277

IN WITNESS WHEREOF, the undersigned, being the original subscriber (s) herein before named for the purposes of forming a Corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles, and hereby execute this instrument on the ___ day of February 2004.

Janey Christensen
Witness
Janey Christensen
Witness

Roosevelt Rogers, Jr.
Roosevelt Rogers, Jr.
Edith J. Rogers
Edith J. Rogers

State of Florida
County of Duval

Sworn to and subscribed before me this 9th day of Feb, 2004

Winston B. Relaford, Sr.
Notary Public, State and County
Aforesaid (Signature)

WINSTON B. RELAFORD, SR.
Name of Notary Public
(Typed, Printed or Stamped)
My Commission Expires: 9/19/04



Winston B. Relaford, Sr.
MY COMMISSION # CC968796 EXPIRES
September 19, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

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