

JUL 29 2005 2:06 PM FOLEY LARDNER NO. 19 P. 1

# P0580018615

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Deerwood Commons Holding, INC.**

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RECEIVED  
HOLDING INC

**ARTICLES OF INCORPORATION**  
**OF**  
**DEERWOOD COMMONS HOLDING, INC.**

## ARTICLE I

**Section 1.1 Name.** The name of the corporation is Deerwood Commons Holding, Inc.

**Section 1.3 Mailing Address.** The mailing address of the corporation is 6 Fairfield Boulevard, Suite 3, Ponte Vedra, Florida 32082.

### DURATION

### ARTICLE III

**Section 3.1 Purposes.** This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

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#### ARTICLE IV

##### CAPITAL

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$.01 per share.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

#### ARTICLE VI

##### DIRECTORS

Section 6.1 **Number.** This corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

#### ARTICLE VII

##### BYLAWS

Section 7.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the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 VIII

##### INCORPORATOR

Section 8.1 **Name and Address.** The name and street address of the incorporator of this corporation are Charles V. Hedrick, One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

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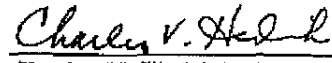
**ARTICLE IX**  
**INDEMNIFICATION**

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE X**  
**AMENDMENT**

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 28th day of July, 2005.

  
\_\_\_\_\_  
Charles V. Hedrick, Incorporator

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### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L Corp.

By: Charles V. Hedrick  
Charles V. Hedrick, Authorized Signatory

Date: July 28, 2005

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA