

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

BLUE QUAIL PROPERTIES, INC.

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T. Burch JUN 26 2006

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** Board Certified Wills, Trusts
& Estate Lawyer

June 23, 2006

Via Facsimile (850) 205-0381

Florida Department of State
Division of Corporations

RE: BLUE QUAIL PROPERTIES, INC.


To Whom it May Concern:

With regard to the above-referenced corporation, please be advised that the parties associated with this corporation are those associated with Blue Quail Properties, LLC

If you have any questions please do not hesitate to contact our office.

Very truly yours,

CAUTHEN & FELDMAN, P.A.


H. JOHN FELDMAN

HJF/amj
Enclosures

06/23/2006 10:57 FAX 3523437759

CAUTHEN & FELDMAN, PA

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PAGE 001/001

Florida Dept of State



June 23, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CAUTHEN AND FELDMAN PA

SUBJECT: BLUE QUAIL PROPERTIES, INC.
REF: W06000028610

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles of incorporation so that we may complete the filing process.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

FAX Aud. #: H06000164017
Letter Number: 106A00042006

P.O. BOX 6327 - Tallahassee, Florida 32314

Audit # H060001640173

ARTICLES OF INCORPORATION
of
BLUE QUAIL PROPERTIES, INC.

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

ARTICLE I

Name

The name and address of this corporation shall be: **BLUE QUAIL PROPERTIES, INC.**, with mailing address of: **Post Office Box 1655, Mount Dora, FL 32756** and street address of: **920 Lake Elsie Drive, Tavares, FL 32778.**

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 10,000 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 are:

NAME

MARILYN J. SANDHOLM

ADDRESS

**Post Office Box 1655
Mount Dora, FL 32756**

The names and addresses of the Director(s) is/are:

H. John Feldman, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar #0382965
Audit # H060001640173

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TALLAHASSEE, FLORIDA

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NAME

ADDRESS

MARILYN J. SANDHOLM

Post Office Box 1655
Mount Dora, FL 32756

GORDON PESHEK

Post Office Box 1655
Mount Dora, FL 32756

HERBERT M. WELDER, SR.

Post Office Box 1655
Mount Dora, FL 32756

MANUEL HARRIS, SR.

Post Office Box 1655
Mount Dora, FL 32756

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.

Audit # H060001640173

ARTICLE VIII

Directors

A. The business of the corporation shall be managed initially by a board of four (4) 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 the director's 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 the vacancy by voting for the removed director 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 the shareholder's 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 is the date of filing of these Articles with the Department of State. This election is pursuant to Florida Statute 607.0123.

ARTICLE X

Registered Office and Registered Agent

The address of the initial registered office of this corporation is **920 Lake Elsie Drive, Tavares, FL 32778**. The name of the Registered Agent of this corporation is **MARILYN J. SANDHOLM** at the above office address.

ARTICLE XI

Bylaws

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

Audit # H060001640173

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 22nd day of June, 2006.


MARILYN J. SANDHOLM

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for **BLUE QUAIL PROPERTIES, INC.**, as stated in these Articles of Incorporation.

Dated: June 22, 2006


MARILYN J. SANDHOLM