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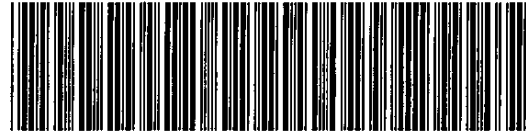
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TALLAHASSEE, FLORIDA

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*Board Certified Real Estate Attorney

May 23, 2007

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sea Coast Gardens 3 Rental Corporation, Inc.

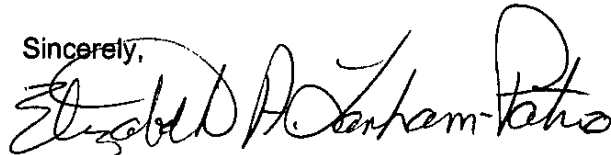
To Whom It May Concern:

Enclosed, please find the original and one copy of the Articles of Incorporation for Sea Coast Gardens 3 Rental Corporation, Inc., along with a check in the amount of \$87.50 payable to the Department of State.

Please file the original Articles of Incorporation and return a certified copy and certificate to our office via the self-addressed stamped envelope.

Should you have any questions or concerns, please do not hesitate to contact our office.

Sincerely,



Elizabeth A. Lanham-Patrie

cc: Sea Coast Management No. 3, Inc.
Boyd McAdams

ELP/mnr
Enclosures as stated above

Sc3001 Rental Corporation ltr3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SEA COAST GARDENS 3 RENTAL CORPORATION, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation, a Florida corporation, authorized to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is SEA COAST GARDENS 3 RENTAL CORPORATION, INC. (hereinafter referred to as "Corporation").

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity of business permitted under the laws of the United States and of this State, including but not limited to, serving as agent for unit owners in the sale and rental of condominium units at Sea Coast Gardens III, a Condominium, 4153 South Atlantic Avenue, New Smyrna Beach, FL 32169.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock. Such shares shall be of a single class and have a par value of \$1.00 per share. Sea Coast Management No. 3, Inc., shall be the initial one (1) shareholder. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The street address of the principal office of this corporation shall be: 4153 South Atlantic Avenue, New Smyrna Beach, Florida 32169. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VI - DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws, provided it shall never be less than one and provided that at all times at least one (1) Director shall be a real estate broker duly licensed and authorized by the State of Florida, if required by Florida law. The Board shall consist of two (2) members of the Board of Directors of Sea Coast Management No. 3, Inc., and one (1) individual who holds a valid real estate brokers license in the State of Florida. The election process shall be as follows:

- a. The two (2) members of the Board of Directors shall be appointed annually by the Board of Directors of Sea Coast Management No. 3, Inc. at the first meeting of Directors following the annual meeting of Sea Coast Management No. 3, Inc.
- b. A Director holding a valid Florida Real Estate Brokers license shall be appointed annually by the Board of Directors of Sea Coast Gardens 3 Rental Corporation, Inc.

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
William Trimble	417 Wild Oak Ct. Longwood, FL 32779
George Friedman	1014 Tufton Cove Heathrow, FL 32746
Bob Granstrom	c/o Granstrom Real Estate 6941 So. Atlantic Ave. New Smyrna Beach, FL 32169

ARTICLE VIII - INITIAL OFFICERS

The affairs of the Corporation shall be administered by the Officers holding the offices designated in these Articles and the Bylaws. The Officers shall be elected by the Board of Directors of the Corporation at the organizational meeting of the Board of Directors and shall serve at the pleasure of the Board of Directors. The names and addresses of the Initial Officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>President:</u>	George Friedman 1014 Tufton Cove Heathrow, FL 32746
<u>Vice President:</u>	Bob Granstrom c/o Granstrom Real Estate 6941 So. Atlantic Ave. New Smyrna Beach, FL 32169
<u>Secretary/Treasurer:</u>	William Trimble 417 Wild Oak Ct. Longwood, FL 32779

ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation and the number of shares of stock it has agreed to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Sea Coast Management No. 3, Inc.	4153 South Atlantic Avenue New Smyrna Beach, FL 32169	1,000

ARTICLE X - STOCK TRANSFER RESTRICTIONS

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE XI - NAME AND ADDRESS OF REGISTERED AGENT

The street address of the initial registered agent of this corporation is 4153 South Atlantic Avenue, New Smyrna Beach, FL 32169, and the name of the initial registered agent of this corporation at that address is Lonnie Everett.

ARTICLE XII - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon filing with the Florida Secretary of State.

ARTICLE XIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase its or their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XIV - BYLAWS

The initial Bylaws shall be adopted by the initial Board of Directors. Thereafter they shall be amended or altered in the manner provided for in the Bylaws.

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be recommended by the Board of Directors unless the Board determines that because of conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment. The amendment must be approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written consent approving the amendment. Notice of the shareholders' meeting for the amendment must be given to all shareholders, whether or not the shareholder is entitled to vote.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22 day of May, 2007.

SEA COAST MANAGEMENT NO. 3, INC.

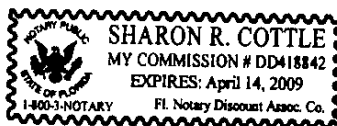
BY: 
WILLIAM TRIMBLE, as President

STATE OF FLORIDA

COUNTY OF Orange

THE FOREGOING INSTRUMENT was acknowledged before me this 22 day of May, 2007, by WILLIAM TRIMBLE, as President of **SEA COAST MANAGEMENT NO. 3, INC.** who [] is personally known to me, or who [] produced _____ as identification.

Sharon R. Cottle
NOTARY PUBLIC-STATE OF FLORIDA
Print Name: _____
Commission No.: _____
Commission Expires: _____



(NOTARY SEAL)

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for the above stated Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes, and all other provisions thereof, relative to keeping open said office.

Lonnie Everett

LONNIE EVERETT

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