

JUN. 26. 2007

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NO. 43

Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

PELICAN BAY VERANDAH GP, INC.

Certificate of Status	1
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Page Count	05
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FILED**ARTICLES OF INCORPORATION OF
PELICAN BAY VERANDAH GP, INC.**

2007 JUN 26 A 11:47

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is Pelican Bay Verandah GP, Inc. The principal office and mailing address of the Corporation is 26381 S. Tamiami Trail, Suite 300, Bonita Springs, Florida 34134.

ARTICLE II: DURATION

The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the activity of acting as the general partner of The Shops at Verandah, Ltd., a Florida limited partnership (the "Partnership") whose limited purpose is to own and manage those certain parcels of real property owned by the Partnership, together with all improvements located thereon, in the City of Ft. Myers, County of Lee, State of Florida known as The Shops at Verandah (the "Property") and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property. The Corporation shall exercise all powers enumerated in the Florida General Corporation Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE IV: SHARES

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V: INITIAL OFFICERS AND/OR DIRECTORS

The initial Officers of the Corporation are as follows:

James A. Nashman	President and Director
Freida Lauer	Vice President and Director
James A. Nashman	Treasurer
Freida Lauer	Secretary

The address for the Officers of the Corporation is as follows:

26381 S. Tamiami Trail
Suite 300
Bonita Springs, Florida 34134

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is Conroy, Conroy & Durant, P.A., 2210 Vanderbilt Beach Road, Suite 1201, Naples, Florida, 34109, and the name of its initial Registered Agent at that address is J. Thomas Conroy, III.

ARTICLE VII: INCORPORATORS

The name and address of the Incorporator is as follows:

James A. Nashman
26381 S. Tamiami Trail
Suite 300
Bonita Springs, Florida 34134

ARTICLE VIII: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850. Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Partnership or the Property, including, without limitation the first mortgage on the Property, and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

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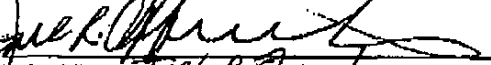
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IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 26 day of June, 2007.

WITNESSES:

INCORPORATOR:

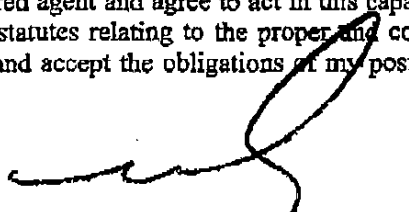

Print Name: JANET CAMPBELL


Print Name: Joel R. Oppenheimer


Name: James A. Nashman

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, J. Thomas Conroy, III, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Name: J. Thomas Conroy, III

Date: June 26, 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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