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APIT. CONNECTION

NO. 63417 P

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**FLORIDA PROFIT/NON PROFIT CORPORATION
WATERFRONT HOMES AND PROPERTIES OF ST...**

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CAPITAL CONNECTION

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ARTICLES OF INCORPORATION FLORIDA FOR-PROFIT CORPORATION

ARTICLE I

Name

The name of the Corporation is **WATERFRONT HOMES AND PROPERTIES OF ST. AUGUSTINE, INC.**, (hereafter "Company").

ARTICLE II

Principal Place of Business and Mailing

The Company's principle place of business is 105 Mariner Health Way, Suite 201, St. Augustine, Florida 32086, and the mailing address is P.O. Box 70, St. Augustine, Florida 32085.

ARTICLE III

Purpose and Powers

The Company has been organized as a Florida corporation for-profit under the provisions of Chapter 607, Florida Statutes, and subsequent amendments, for any purpose permitted by law. The Company may exercise all powers necessary or reasonably connected with the Company's business which may be legally exercised by a for-profit corporation under the laws of the United States, the State of Florida, or any other state, county, territory or nation. Furthermore, the Company may engage in all activities necessary, customary, convenient or incident to any of the forgoing.

ARTICLE IV

Term

The existence of the Company shall be perpetual unless terminated and dissolved in accordance with law.

ARTICLE V

Issues of Stock

The maximum number of shares of stock that the Company is authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

Board of Directors/Officers

The affairs of the Association shall be managed by its Board of Directors which shall consist of no fewer than one (1) nor more than five (5) persons. The Officers of the Company shall be a President, Vice-President, Treasurer and Secretary, which officers shall be elected annually by the Board of Directors. The Directors and officers may lawfully and properly exercise all powers permitted under Florida law, unless specifically limited herein, or by amendment, or as set forth in the By-Laws.

The Initial Board of Directors and Officers shall be as follows:

Paul J. Thompson, Director/President
P.O. Box 70
St. Augustine, Florida 32085

Giselle E. Thompson, Director/Vice President
P.O. Box 70
St. Augustine, Florida 32085

Pierre Thompson, Director/Secretary/Treasurer
P.O. Box 70
St. Augustine, Florida 32085

ARTICLE VII

By-Laws

The Original By-Laws are to be determined by the Board of Directors. The same may thereafter be amended by not fewer than a majority of the Directors at a duly called Board meeting and by fifty (50%) percent plus one (1) of the ownership interest present either in person or by proxy at a duly called Owners' meeting.

ARTICLE VIII

Amendments of Articles

These Articles of Incorporation may be amended only with the approval of not fewer than a majority of the Board of Directors at a duly called Board meeting and the owners of at least fifty (50%) percent plus one (1) of the ownership interests present either in person or by proxy at a duly called Owners' meeting.

ARTICLE IX

Limitation of Liabilities

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE X

Self Dealing

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may

be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE XI

Registered Agent: Registered Office: & Registered Agent's Signature

The Company has designated that the initial registered agent of the Company and the street address of the initial registered office of this Company shall be:

Paul J. Thompson
105 Mariner Health Way, Suite 201
St. Augustine, Florida 32086

Certification of Registered Agent:

I, Paul J. Thompson, having been named by the Company as registered agent to accept service of process for the COMPANY at the place designated in this certificate, do 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 as provided for in Chapter 607, Fla. Stat.

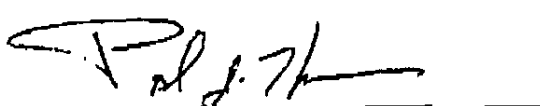

Paul J. Thompson

ARTICLE XII

Incorporator

The name and address of the Incorporator of these Articles of Incorporation is: Paul J. Thompson, 105 Mariner Health Way, Suite 201, St. Augustine, Florida 32086, who does hereby attest:

I THE UNDERSIGNED INCORPORATOR, do hereby subscribe to these Articles of Incorporation and in witness whereof, I have hereto set my hand and seal this 26th day of October, 2009.


Paul J. Thompson