

P95000000578

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Sumstate Research

(Requestor's Name)

PO Box 11271

(Address)

Tallahassee FL 32301

(City, State, Zip)

(Phone #)

700001369187

-01/04/95--01095--001

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Ocean Gardens Investors, Inc.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☒ Will wait

☒ Photocopy

☒ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
95 JAN -4, PM 12:15  
DIVISION OF CORPORATION

JB 1/4/95

FILED  
1995 JAN -4, AM 10:00  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

OF

1995 JAN -4 AM 10:00

OCEAN GARDENS INVESTORS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name and Principal Office of Corporation

The name of the corporation, hereinafter referred to as the "Corporation," is Ocean Gardens Investors, Inc. The initial principal office of the Corporation is 2601 S. Bayshore Drive, 9th Floor, Miami, Florida 33133-5461.

ARTICLE II

Purpose

The purpose of the Corporation is to engage in any and all lawful business for which corporations may be organized and incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purpose stated in the foregoing paragraph of this Article shall not be limited or restricted by reference to, or inference from, any provision in any other Article of these Articles of Incorporation.

ARTICLE III

Stock

The total authorized capital stock of the Corporation is 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV  
Incorporator

The name and street address of the Incorporator of the Corporation is as follows:

Julio J. Gonzalez  
c/o Atlantic Gulf Communities Corporation  
2601 South Bayshore Drive, 9th Floor  
Miami, Florida 33133-5461

ARTICLE V  
Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI  
Address of Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida is 2601 South Bayshore Drive, 9th Floor, Miami, Florida 33133-5461. The name of the initial registered agent of the Corporation is Marcia H. Langley, who resides in the State of Florida and maintains a business office at such address.

ARTICLE VII  
Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) but not more than seven (7) members, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of four (4) persons.

ARTICLE VIII  
Initial Board of Directors

The name and street address of each member of the initial Board of Directors of the Corporation, each of who shall serve in that capacity until the First Annual Meeting of Shareholders and thereafter until such member's successor is elected and has qualified or such member's death, resignation or removal, are as follows:

J. Larry Rutherford  
2601 S. Bayshore Drive, 9th Floor  
Miami, Florida 33133-5461

Thomas W. Jeffrey  
2601 S. Bayshore Drive, 9th Floor  
Miami, Florida 33133-5461

Julio J. Gonzalez  
2601 S. Bayshore Drive, 9th Floor  
Miami, Florida 33133-5461

Marcia H. Langley  
2601 S. Bayshore Drive, 9th Floor  
Miami, Florida 33133-5461

ARTICLE IX  
Initial Officers

The following persons constitute the initial officers of the Corporation, each of who shall serve in the capacity set forth opposite his or her name until such officer's successor is duly elected and has qualified or such officer's death, resignation, or removal:

<u>Position</u>	<u>Name</u>
President	J. Larry Rutherford
Vice President and Secretary	Marcia H. Langley
Vice President and Assistant Secretary	Julio J. Gonzalez

Vice President and Treasurer	John H. Fischer
Vice President and Controller	Linda A. Mikesch
Vice President	Thomas W. Jeffrey

ARTICLE X  
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By-Laws.

ARTICLE XI  
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary is adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XII  
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand this 3rd day of January, 1995.

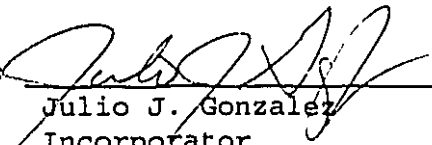
By:

  
Julio J. Gonzalez

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

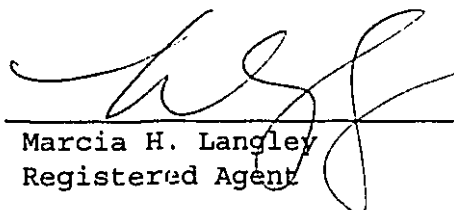
In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

Ocean Gardens Investors, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 2601 S. Bayshore Drive, 9th Floor, Miami, Florida 33133-5461, as its initial Registered Office and has designated and appointed Marcia H. Langley, who maintains a business office at such address, as its initial Registered Agent.

By:   
Julio J. Gonzalez  
Incorporator

Having been designated and appointed registered agent for the above named corporation, the undersigned hereby (i) accepts such designation and appointment, (ii) acknowledges that she is familiar with the obligations of the undersigned's position as the corporation's registered agent, (iii) accepts the obligations of the undersigned's position as the corporation's registered agent, (iv) confirms that she resides in the State of Florida and maintains a business office at the address set forth above and (v) agrees to comply with all applicable Florida Statutes relating to the undersigned's duties as such corporation's registered agent (including without limitation, Florida Statutes Section 48.091(2)).

Dated: January 3, 1995

By:   
Marcia H. Langley  
Registered Agent

# P9500000578

OFFICE USE ONLY (Document #)

Sunstate Research  
(Requestor's Name)

PO Box 11271  
(Address)

Tallahassee FL 32302  
(City, State, Zip) (Phone #)

400001384994  
-01/20/95--01025--013  
\*\*\*\*122.50 \*\*\*\*+35.00

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Ocean Gardens Investors, Inc  
(Corporation Name) (Document #)
2. None  
(Corporation Name) (Document #)
3. Change  
(Corporation Name) (Document #)
4. Amend  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☒ Will wait ☒ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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<input type="checkbox"/>	Name Reservation

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<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

711 00  
1995 JAN 18 PM 12:26  
TALLAHASSEE, FLORIDA

Examiner's Initials

Articles of Amendment  
to  
Articles of Incorporation  
of

Ocean Gardens Investors, Inc.

The undersigned officer of Ocean Gardens Investors, Inc., a Florida corporation (the "Corporation"), does hereby certify that by resolutions adopted by written consent of the sole shareholder and all the directors of the Corporation pursuant to Section 607.1006 of the Florida Statutes, dated as of January 10, 1995, the following amendment to the Articles of Incorporation was adopted:

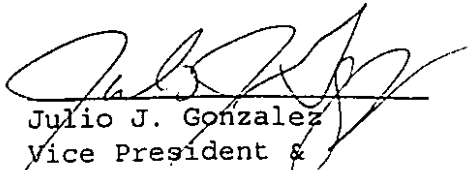
Article I of the Articles of Incorporation is deleted in its entirety and the following substituted therefor:

ARTICLE I  
Name and Principal Office of Corporation

The name of the corporation, hereinafter referred to as the "Corporation", is Ocean Grove Investors, Inc. The initial principal office of the Corporation is 2601 S. Bayshore Drive, 9th Floor, Miami, Florida 33133-5461.

WHEREOF, the undersigned has executed these Articles of Amendment this 10th day of January, 1995.

By:

  
Julio J. Gonzalez  
Vice President &  
Assistant Secretary

FILED  
1995 JAN 18 PM 12:26  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA



# P95000000578

06/30/95 12:40

ATLANTIC GULF

0001

6/28/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING CONFIRMATION

9:59 AM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT

TYPE: EFIL17  
CORPORATE NAME: OCEAN GROVE INVESTORS, INC.

SUB-ACCOUNT NUMBER:  
METHOD OF DELIVERY: F  
FAX PHONE NUMBER: (305)859-4623  
MAILING NAME/ADDRESS: ATLANTIC GULF COMMUNITIES CORPORATION  
2601 S BAYSHORE DR  
MIAMI FL 33133- US

FILED  
JUN 30 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE(S) REQUESTED: YES  
ESTIMATED CHARGES: \$43.75

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

6/28/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

9:59 AM

(((H95000007185))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: ATLANTIC GULF COMMUNITIES CORPORATION  
DEPARTMENT OF STATE 2601 S BAYSHORE DR  
STATE OF FLORIDA  
409 EAST GAINES STREET MIAMI FL 33133-  
TALLAHASSEE, FL 32399 CONTACT: JEFFREY E BOLTE  
FAX: (904) 922-4500 PHONE: (305) 859-4000  
FAX: (305) 859-4623

(((H95000007185))) DOCUMENT TYPE: BASIC AMENDMENT  
NAME: OCEAN GROVE INVESTORS, INC.  
FAX AUDIT NUMBER: H95000007185 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 06/28/1995 TIME REQUESTED: 09:59:24  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1  
NUMBER OF PAGES: 1 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$43.75 ACCOUNT NUMBER: 076103002023

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000007185)))  
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DIVISION OF CORPORATIONS

95 JUN 30 PM 1:35

RECEIVED

*Chris  
Linda*

06/30/98 12:41

ATLANTIC GULF

0002



FLORIDA DEPARTMENT OF STATE  
Sandra B. Moortham  
Secretary of State

June 29, 1998

OCEAN GROVE INVESTORS, INC.  
2601 S. BAYSHORE DRIVE 9TH FLOOR  
MIAMI, FL 33133-5461

SUBJECT: OCEAN GROVE INVESTORS, INC.  
REF: P95000000678

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

If we have had no written response within 60 days of this letter, we will consider your document abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAK Aud. #: H95000007185  
Letter Number: 695A00031894

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

06/30/95 12:41  
H9500007185

ATLANTIC GULF

0003

Articles of Amendment  
to  
Articles of Incorporation  
of

Ocean Grove Investors, Inc.

The undersigned officer of Ocean Grove Investors, Inc., a Florida corporation (the "Corporation"), hereby certifies that pursuant to Section 607.1006 of the Florida Statutes, the sole shareholder and the board of directors of the Corporation adopted the following resolutions as of June 23, 1995:

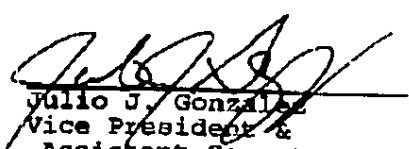
Article I of the Articles of Incorporation is deleted in its entirety and the following substituted therefor:

ARTICLE I  
Name and Principal Office of Corporation

The name of the corporation, hereinafter referred to as the "Corporation", is Atlantic Gulf Utilities, Inc. The principal office of the Corporation is 2601 S. Bayshore Drive, 9th Floor, Miami, Florida 33133-5461.

WHEREOF, the undersigned has executed these Articles of Amendment this 23rd day of June, 1995.

By:

  
Julio J. Gonzalez  
Vice President &  
Assistant Secretary

Jeff Bolte  
Atlantic Gulf Communities Corporation  
2601 South Bayshore Drive  
Miami, Florida 33133  
(305) 859-4685

H9500007185

FILED  
95 JUN 30 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA