

P95000002263

TRANSMITTAL LETTER

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

RECEIVED  
-01/09/95 -011076- 0001  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: Baymeadows Development Co., Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Kathy Howell  
Name (printed or typed)

1333 Gateway Drive, Suite 1008  
Address

Melbourne, FL 32901  
City, State & Zip

(407) 727-1000  
Daytime Telephone number

EFFECTIVE DATE  
1-4-95

NOTE: Please provide the original and one copy of the articles.

FILED  
1995 JAN -9 PM 2:00  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BAYMEADOWS DEVELOPMENT COMPANY, INC.

FILED  
1995 JAN -9 PM 2:00  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BAYMEADOWS DEVELOPMENT COMPANY, INC. located at 1333 Gateway Drive, Suite 1008, Melbourne, Florida 32901.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the date of subscription and acknowledgment hereof as provided by Florida Statute 607.0203.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the state of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

EFFECTIVE DATE

1-4-95

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1333 Gateway Drive, Suite 1008, Melbourne, FL 32901, and the name of the registered agent of this corporation at the address is Arthur F. Evans III.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Arthur F. Evans III	1333 Gateway Drive, Suite 1008 Melbourne, FL 32901
Hugh M. Evans, Jr.	1333 Gateway Drive, Suite 1008 Melbourne, FL 32901
Herschel Pence	1333 Gateway Drive, Suite 1008 Melbourne, FL 32901

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Arthur F. Evans III	1333 Gateway Drive, Suite 1008 Melbourne, FL 32901

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a director, officer, employee or agent and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.

#### ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - I.R.C. SECTION 1244 STOCK

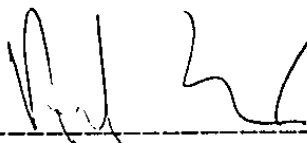
It is the intent of the Incorporator to qualify the shares issued hereunder as " Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Section (IRS Form 2553) at the Organization Meeting hereof.

ARTICLE XVI - AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by the provisions of Florida Statute Section 607.08901 regarding affiliated transactions. IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of January 1995.

  
\_\_\_\_\_  
Arthur F. Evans III

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statute, the following is submitted in compliance with said Act:

First, that BAYMEADOWS DEVELOPMENT COMPANY, INC., desiring to organize under laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named Arthur F. Evans III, located at 1333 Gateway Drive, Suite 1008, Melbourne, Florida 32901, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act relative to keeping open said office.

  
\_\_\_\_\_  
Arthur F. Evans III

FILED  
1995 JUL -9 PM 2:05  
TALLAHASSEE, FLORIDA