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

1. Atlantic Gulf of Tampa, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<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

P. GIESSEN FEB 7 1995

Examiner's Initials

ARTICLES OF INCORPORATION
OF
ATLANTIC GULF OF TAMPA, INC.

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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 Atlantic Gulf of Tampa, 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:

Marcia H. Langley
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 three (3) 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:

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

J. Thomas Gillette
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. Thomas Gillette
Vice President	Thomas W. Jeffrey
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

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 her hand this 6th day of February, 1995.

By: _____

Marcia H. Langley

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0301 the following is submitted:

Atlantic Gulf of Tampa, 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: _____

Marcia H. Langley
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: February 6, 1995

By: _____

Marcia H. Langley
Registered Agent

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TALLAHASSEE, FLORIDA

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