

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0391 FAX

800-342-8086

P95000012618

csc networks

MAIL TO
P.O. BOX 5020
TALLAHASSEE, FL 32311

ACCOUNT NO. : 072100000032

REFERENCE : 542946 9666A

AUTHORIZATION : *Patricia Pytko*

COST LIMIT : \$ 122.50

ORDER DATE : February 14, 1995

ORDER TIME : 10:06 AM

ORDER NO. : 542946

CUSTOMER NO: 9666A

CUSTOMER: Ms. Doreen Sanders
SIMMONS & HART, P. A.

P. O. Box 3310

Ocala, FL 34478-3310

RECEIVED
FEB 14 AM 11:21
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DOMESTIC FILING

P95000012618

NAME: CALA HILLS PARK, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol J. Davis

EXAMINER'S INITIALS:

FILED
95 FEB 14 PM 8 16
SEC. OF STATE
TALLAHASSEE, FL 32301

pw
2-15-95
62/A

ARTICLES OF INCORPORATION
OF
CALA HILLS PARK, INC.

FILED
95 FEB 14 PM 8:15
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I

1.01 Name and Address. The name and address of the corporation is CALA HILLS PARK, INC., 2801 Southwest College Road, #18, Ocala, Florida 34474.

ARTICLE II

2.01 Duration. The period of duration of the corporation is perpetual.

ARTICLE III

3.01 Powers. The corporation is organized for the purposes of transacting any and all useful business.

3.02 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by the law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE IV

4.01 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, jointly with the secretary and the seal of the corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the corporation shall have authority to issue is 1000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

ARTICLE V

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE VI

6.01 Bylaws. The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the corporation and any corporation or association of

which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interest party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The corporation shall indemnify any Officer or Director, any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the bylaws.

6.05 Amendment of Articles of Incorporation. The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law, as provided by the bylaws.

ARTICLE VII

7.01 Organizing Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is:

Name

Steven H. Gray

Address

125 Northeast First Avenue
Suite 1
Ocala, Florida 34474

ARTICLE VIII

8.01 Registered Agent and Registered Office. The name of the initial Registered Agent of the corporation is Steven H. Gray, whose address is 125 Northeast First Avenue, Suite 1, Ocala, Florida 34470 and the address of the Corporation is 2801 Southwest College Road, #18, Ocala, Florida 34474.

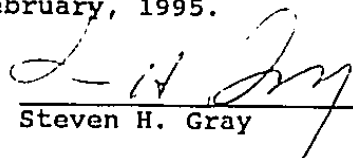
ARTICLE IX

9.01 Incorporator. The name and address of the person signing these Articles is Steven H. Gray, whose address is 125 Northeast First Avenue, Suite 1, Ocala, Florida 34470.

ARTICLE X

10.01 Subchapter "S" Corporation. The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as described in 26 USCS, §1361, as amended January 1, 1983, and as amended in 1988 by PL100-647, defined a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 13th day of February, 1995.



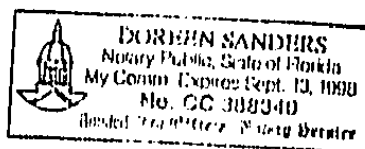
Steven H. Gray

STATE OF FLORIDA
COUNTY OF MARION

Sworn to and subscribed before me this 13th day of February,
1995, by Steven H. Gray, who is personally known by me.

Dorain Sanders
Notary Public

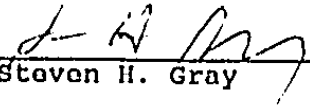
Notary stamp



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Steven H. Gray, whose address is 125 Northeast First Avenue, Ocala, Florida 34470, the initial registered agent named in the Articles of Incorporation to accept service of process for CALA HILLS PARK, INC., a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 13th day of February, 1995.


Steven H. Gray

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95 FEB 14 PM 6 15
TALLAHASSEE, FLORIDA