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REFERENCE : 632923 7971A

AUTHORIZATION :

COST LIMIT : 5 PPD

ORDER DATE : July 6, 1995

ORDER TIME : 10:02 AM

ORDER NO. : 632923

CUSTOMER NO: 7971A

CUSTOMER: J. Matt Marquardt, Esq.  
MACFARLANE AUSLEY FERGUSON &  
MCMULLEN  
P. O. Box 1669

Clearwater, FL 34617

600001580856  
-07/06/95--D1050--0006  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: THE GROVES OF LITTLE MANATEE,  
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: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN JUL 11 1995

FILED  
95 JUL 7 AM 7:09  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

NR R95-1461

~~W95-13660~~



FLORIDA DEPARTMENT OF STATE

July 7, 1995

Sandra B. Mortham  
Secretary of State

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: THE GROVES OF LITTLE MANATEE, INC.  
Ref. Number: W95000013660

*Resubmit*

*use this file date*

We have received your document for THE GROVES OF LITTLE MANATEE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 495A00032842

ARTICLES OF INCORPORATION  
OF  
THE GROVES OF LITTLE MANATEE, INC.

FILED  
95 JUL 7 AM 7:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of this corporation is The Groves of Little Manatee, Inc. whose place of business is located at 400 Cleveland Street, Suite 800, Clearwater, Florida, 34617.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One-thousand (1000) shares at one cent (\$.01) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

All voting powers of this corporation shall be vested in the common stock above designated and a shareholder agreement shall determine the percentage of stock required to approve decisions relating to the corporation.

ARTICLE V  
Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, Suite 800, Clearwater, Florida, 34617 and the name of the initial registered agent of this corporation at that address is **J. Matthew Marquardt**.

ARTICLE VII  
Initial Board of Directors and Officers

This corporation shall have a minimum of 1 director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial director and officer of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Emil C. Marquardt	400 Cleveland Street, Suite 800 Clearwater, Florida 34615	President

ARTICLE VIII  
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
J. Matthew Marquardt	400 Cleveland Street, Suite 800 Clearwater, Florida 34617

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  
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the shareholder agreement will determine what percentage of common stock will be the act of the shareholders.

ARTICLE XI  
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII  
Amendment

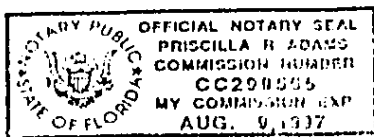
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of July, 1995.

J. Matthew Marquardt  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on the 3 day of July, 1995 by J. Matthew Marquardt, who is personally known to me and who did take an oath.



Priscilla R. Adams  
Notary Public  
Print Name \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for The Groves of Little Manatee, Inc., at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

J. Matthew Marquardt  
J. Matthew Marquardt