

P95000054059

Bernard S. Peck
Member FL, CT & NY Bars

Daniel D. Peck
Member FL & CT Bars

Kent A. Skrivan
J.D., LL.M in Taxation

Antonio Faga
Member FL & NY Bars

Peck & Skrivan

Attorneys at Law

Suite 103, First Union Building
5801 Pelican Bay Boulevard
Naples, Florida 33963

Telephone
(941) 566-3600

TELETYPE
(941) 566-3977
JUL 10 PM 11:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 5, 1995

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

200001533432
-07/10/95--01041--018
****122.50 ****122.50

Re: Brendan Cove Management Corp.

Dear Sir:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$122.50.

Please return a certified copy of the Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,

PECK & SKRIVAN

Kent A. Skrivan
Kent A. Skrivan

KAF:jfm

Encs.

secyst

SHARON L. TALA

JUL 13 1995

ARTICLES OF INCORPORATION
OF
BRENDAN COVE MANAGEMENT CORP.

FILED
95 JUL 10 PM 10:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME AND ADDRESS

The name of this corporation is BRENDAN COVE MANAGEMENT CORP. and its principal address is 25151 Pennyroyal Drive, Bonita Springs, Florida 33923.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business of real estate development, real estate investment and sales, and for all other purposes allowed a Florida corporation.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 25151 Pennyroyal Drive, Bonita Springs,

Florida 33923, and the name of the initial registered agent of this corporation at that address is Franz J. Rosinus.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is: Franz J. Rosinus, 25151 Pennyroyal Drive, Bonita Springs, Florida 33923.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is: Franz J. Rosinus, 25151 Pennyroyal Drive, Bonita Springs, Florida 33923.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

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

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

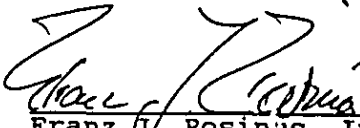
An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

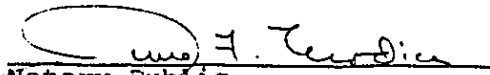
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 3rd day of July, 1995.

 L.S.
Franz J. Rosinus, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above appeared FRANZ J. ROSINUS, personally known to me and known by me to be the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 3rd day of July, 1995.


Notary Public

JUNE F. MODICA
(Printed Name of Notary)


My Commission Expires:



JUNE F. MODICA
MY COMMISSION # CC385966 EXPIRES
August 25, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

I, FRANZ J. ROSINUS, agree to serve as resident agent and accept service for BRENDAN COVE MANAGEMENT CORP. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 3rd day of July, 1995.


FRANZ J. ROSINUS

brendan

FILED
95 JUL 10 PM 11:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA