

P95000074033

201 HAW STREET
111 ASSH. L. 101
04 22-9171
004 191 TAX



ACCOUNT NO. : 072100000032

REFERENCE : 690476 9616A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : September 25, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 690476

CUSTOMER NO: 9616A

CUSTOMER: Ms. Sue C. Weeden
SMOOT ADAMS EDWARDS & GREEN,
P.A.
One University Park, Suite 600
12800 University Drive
Ft. Myers, FL 33907

DOMESTIC FILING

NAME: EMERALD PROPERTY SALES, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

SAB
9/25/95

ARTICLES OF INCORPORATION
OF
EMERALD PROPERTY SALES, INC.

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be Emerald Property Sales, Inc. The principal place of business of this corporation shall be 12800 University Drive, #600, Ft. Myers, FL 33907.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 12800 University Drive, #600, Ft. Myers, FL 33907, and the name of the initial registered agent of the corporation at that address is Steven I. Winer.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be changed from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial directors of the corporation are:

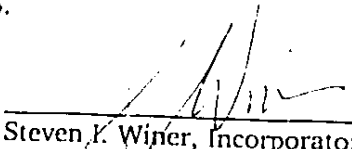
Frank E. Duval
4557 Crossfields Road
Toledo, OH 43623

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

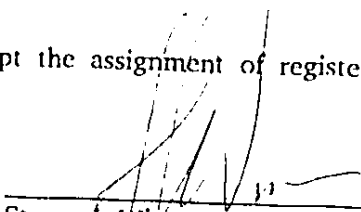
Steven I. Winer
12800 University Drive, #600
Ft. Myers, FL 33907

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 22nd day of September , 1995.



Steven I. Winer, Incorporator

I hereby acknowledge and accept the assignment of registered agent for this corporation.



Steven I. Winer, Registered Agent

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-112-3086

P9500074033



ACCOUNT NO. : 072100000032

REFERENCE : 027437

AUTHORIZATION :

COST LIMIT : PREPAID

ORDER DATE : July 22, 1996

ORDER TIME : 2:12 PM

ORDER NO. : 027437

CUSTOMER NO: 9616A

CUSTOMER: Ms. Susan C. Despres
Smoot Adams Edwards & Green,
One University Park, Suite 600
12800 University Drive
Ft. Myers, FL 33907

96 JUL 22 PM 3:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FL 32301
000001301100
000001301100

DOMESTIC AMENDMENT FILING

NAME: EMERALD PROPERTY SALES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS: _____

WPK
7/27

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EMERALD PROPERTY SALES, INC.

96 JUL 22 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President and Secretary of Emerald Property Sales, Inc., a Florida corporation hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the directors and shareholders of the corporation by resolutions dated July 17, 1996.

AMENDMENT

1. Article I is amended to read as follows:

ARTICLE I. NAME

The name of the corporation shall be Emerald Pines Realty, Inc. The principal place of business of this corporation shall be 11220 Metro Parkway, Suite #22, Fort Myers, FL 33912.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 17 day of July, 1996.

BY: Frank E. Duval
Frank E. Duval, President

Attest: Frank E. Duval
Frank E. Duval, Secretary

P95000074033

SMOOT ADAMS EDWARDS & GREEN, P.A.
ATTORNEYS AT LAW

J. TOM SMOOT, JR.
HAL ADAMS
FRANKLYN A. JOHNSON, JR. (1947-1991)
CHARLES B. EDWARDS
BRUCE D. GREEN
STEVEN L. WINER
MARK R. KIMRAY
CLAYTON W. CHEVANNE
M. BRIAN CHIFFER
ROBERT S. FORMAN
KATHLEEN W. MCBRIDE
LOWELL SCHOFENFELD
C. BERT EDWARDS, JR.
NEVILL G. BRINNON III
SAMUEL C. HAGAN, IV

ONE UNIVERSITY PARK
SUITE 600
1800 UNIVERSITY DRIVE
FORT MYERS, FLORIDA 33901
(941) 489-1710
(800) 896-1777 IN FLORIDA
FAX (941) 489-9444

MAILING ADDRESS
P. O. BOX 60859
FORT MYERS, FLORIDA
33906-6259

November 25, 1996

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-11/27/96--01109--003
*****35.00 *****35.00

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

RE: Emerald Pines Realty, Inc.
Articles of Dissolution

Gentlemen:

Please find enclosed original Articles of Dissolution for the above-referenced corporation along with our check in the amount of \$35.00. Please file the articles and return the receipt for same in the envelope provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,

Susan C. Despres
Susan C. Despres
Corporate Paralegal

scd
Enclosures

VIA CERTIFIED MAIL
RETURN RECEIPT - P 063 012 645

SH 12/5
FILED
96 NOV 27 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION PURSUANT TO
§607.1402 OF THE FLORIDA GENERAL BUSINESS
CORPORATION ACT OF
EMERALD PINES REALTY, INC.**

TO: Department of State
Tallahassee, Florida 32304

Date Paid _____
Filing Fee \$ _____

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, the undersigned, corporation adopts the following articles of dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Emerald Pines Realty, Inc.
2. The names and respective addresses of the officers of the corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Frank E. Duval	President	4775 Crossfields Rd. Toledo, OH 43623
Linda N. Welch	Secretary/Treasurer	6416 Scott Lane Ft. Myers, FL 33912

3. The name and respective address of the directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Frank E. Duval	4775 Crossfields Rd. Toledo, OH 43623
Linda N. Welch	6416 Scott Lane Ft. Myers, FL 33912

4. All liabilities and obligations of the corporation have been paid or discharged.
5. No property or assets remain to be distributed among the shareholders of the corporation after payment of all debts, obligations, and liabilities of the corporation.
6. There are no actions pending against the corporation in any court.

FILED
95 NOV 27 PM 3:10
TALLAHASSEE, FLORIDA

7. The corporation elected to dissolve by act of the corporation, a resolution to dissolve having been duly adopted by the sole shareholder on November 21, 1996. A copy of such resolution is attached to these articles.

DATED: November 21, 1996.

Frank E. Duval
Frank E. Duval, President

STATE OF OHIO
COUNTY OF Lucas

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgements, personally appeared Frank F Duval, who is personally known to me (or who has produced his proper license) and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of November, 1996.

Alfred E. Crum III
NOTARY PUBLIC

My Commission
Expires: _____

ALFRED E. CRUM III
Notary Public, State of Ohio
My Commission Expires Sept 23, 2001

WRITTEN RESOLUTION IN LIEU OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
EMERALD PINES REALTY, INC.

The undersigned, being the sole shareholder of Emerald Pines Realty, Inc., hereby takes the following actions by written consent in lieu of a meeting, pursuant to the authority of the Florida Business Corporation Act:

1. The sole shareholder hereby consents, authorizes and approves the dissolution and liquidation of the corporation as follows:

A. The Articles of Dissolution of the Corporation shall be prepared and filed as soon as possible. The dissolution of the corporation shall be effective upon filing of the Articles of Dissolution.

C. The officers of the corporation are authorized and directed to pay all fees and taxes and to do or cause to be done all acts and things they may deem necessary or proper in order to carry out the liquidation and dissolution of the corporation and to fully effectuate the purposes of these resolutions.

D. After providing for all proper debts of the corporation, and to the extent that the assets of the corporation are sufficient therefore, all remaining assets of the corporation shall be distributed to the shareholders on a pro rata basis.

2. The execution of these minutes by a shareholder shall constitute waiver of the requirement of a formal meeting, and an approval of these minutes, as well as a ratification of all resolutions set forth in these minutes by each shareholder so signing.

Dated as of November 22, 1996.



Frank E. Duval, Sole Shareholder