

*David S. Eldredge, P.A.*

P96000000 2034

December 27, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

700001676337  
-01/03/96--01028--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **FLAGLER PALM COAST PROPERTY MANAGEMENT, INC.**

Dear Sir:

Enclosed please find the Articles of Incorporation for the above-named corporation, together with my check in the amount of \$70.00 to cover the filing costs. Also enclosed is a copy of your letter, reserving corporate name.

Please file Articles in 1996, and kindly acknowledge receipt and filing of same by placing your date stamp on the enclosed copy of the Articles of Incorporation and return same to the undersigned in the envelope provided.

If you should require additional information, please don't hesitate to contact me.

Sincerely,

*David S. Eldredge*  
David S. Eldredge  
Attorney At Law

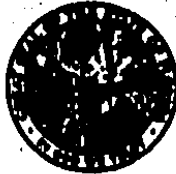
DSE/bss

Enclosures

R95-4669

Dmc  
1-8-96

FILED  
96 JAN -2 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

October 16, 1995

**DAVID S. ELDREDGE, ESQ.**  
**ONE FLORIDA PARK DRIVE SOUTH**  
**SUITE 111**  
**PALM COAST, FL 32137**

The name **FLAGLER PALM COAST PROPERTY MANAGEMENT, INC.** has been reserved for 120 days beginning October 16, 1995. The reservation number is R95000004669 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 495A00046590

**ARTICLES OF INCORPORATION**

**OF**

**FLAGLER PALM COAST PROPERTY MANAGEMENT, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**FLAGLER PALM COAST PROPERTY MANAGEMENT, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is the management of real property; and to engage in every and any respect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property of the corporation, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government.

### **ARTICLE III. AGREEMENT TO NOT COMPETE**

Should either **ROBERT C. FLANDERS, JR.** or **MARC BELLAPIANTA** choose to disassociate themselves from this corporation in any manner, and/or cease being a part of the business known as **FLAGLER PALM COAST PROPERTY MANAGEMENT, INC.**, then that party shall be unable to work or participate in any business that is engaged in the same or similar work as the business known as **FLAGLER PALM COAST PROPERTY MANAGEMENT, INC.** for a period of five (5) years. The non-compete area shall encompass the area known as Flagler County, Florida.

### **ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a par value of One Dollar and NO/100 (\$1.00). The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock.

### **ARTICLE V. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is **ONE HUNDRED DOLLARS**.

### **ARTICLE VI. TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE VII. ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is **SunTrust Bank Building, 1 Florida Park Dr. S., Ste. 315, Palm Coast, FL 32137**. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

### **ARTICLE VIII. DIRECTOR**

The corporation shall have one director initially. The number of directors may

be increased from time to time, by By-laws adopted by the stockholders.

The name and post office address of the initial director is:

<u>NAME</u>	<u>ADDRESS</u>
<b>MARC BELLAPIANTA</b> Director	5 Fortress Court Palm Coast, FL 32137

#### **ARTICLE IX. SHAREHOLDERS**

The corporation shall have two shareholders initially. The number of shareholders may be increased from time to time. Initial shareholders shall have the right of first refusal on sale of all stock.

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>ADDRESS</u>
<b>MARC BELLAPIANTA</b>	<b>51</b>	5 Fortress Court Palm Coast, FL 32137
<b>ROBERT C. FLANDERS, JR.</b>	<b>49</b>	940 Lambert Avenue Flagler Bch. FL 32136

#### **ARTICLE X. INITIAL OFFICER**

The name and post office address of the initial officer is:

<u>NAME</u>	<u>ADDRESS</u>
<b>MARC BELLAPIANTA</b> President/Secretary/Treasurer	5 Fortress Court Palm Coast, FL 32137

#### **ARTICLE XI. INCORPORATOR**

The name and post office address of the sole incorporator of these Articles of

Incorporation is:

**NAME**

**MARC BELLAPIANTA**

**ADDRESS**

**5 Fortress Court  
Palm Coast, FL 32137**

**ARTICLE XII. AMENDMENT**

These Articles of Incorporation may be amended only by the unanimous vote of the stockholders.

**ARTICLE XIII. REGISTERED AGENT AND OFFICE**

The registered agent and office for this corporation shall be **MARC BELLAPIANTA**, to accept service of process within the State as to this corporation.

The Registered Agent and office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.

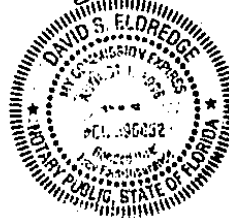
  
**MARC BELLAPIANTA**  
**REGISTERED AGENT/INCORPORATOR**

**STATE OF FLORIDA  
COUNTY OF FLAGLER**

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **MARC BELLAPIANTA**, to me personally known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that **MARC BELLAPIANTA** subscribed to those Articles of Incorporation. Declarant is personally known to me, or produced a driver's license as identification.

Witness my hand and official seal in the County and State named above this  
**MARC BELLAPIANTA.**

  
**NOTARY PUBLIC**



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**

**96 JAN -2 PM 2:07**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:**

**FIRST: THAT FLAGLER PALM COAST PROPERTY MANAGEMENT, INC.,  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT SUNTRUST BANK  
BUILDING, 1 FLORIDA PARK DRIVE S., STE. 315, PALM COAST, FL 32137 HAS  
NAMED MARC BELLAPIANTA, 5 FORTRESS COURT, PALM COAST, FL 32137 AS  
ITS REGISTERED AGENT AND OFFICE TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.**



**MARC BELLAPIANTA  
DATE: December 27, 1995**

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.**



**MARC BELLAPIANTA  
REGISTERED AGENT**

**DATE: December 27, 1995**

**FLAGLER PALM COAST  
PROPERTY MANAGEMENT, INC.**

SunTrust Bank Building  
1 Florida Park Drive S., Suite 315 • Palm Coast, Florida 32137  
(904) 445-9282 • Fax (904) 445-9283

October 18, 1996  
**P96000002034**

Division of Corporations  
P.O. BOX 6327  
Tallahassee, FL 32314

RE: Document Number P96000002034

The mailing address as well as the office location will change from Suite 315 to Suite 328 at the same address, effective November 2<sup>nd</sup>, 1996, for the above named corporation. If you need any additional information, please contact me at (904) 445-9282 or mail to my attention. Thank you.

Sincerely,



MARC BELLAPIANTA  
President

upd 10/24