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9 JAN 18 PM 12:16
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 010513 4379232

AUTHORIZATION :

Putricia. Pignatelli

COST LIMIT : \$ 78.85

ORDER DATE : January 10, 1996

ORDER TIME : 10:26 AM

ORDER NO. : 010513

200001692172

CUSTOMER NO: 4379232

CUSTOMER: Ms. Cynthia A. Medaniel
ATLANTIC GULF COMMUNITIES
CORPORATION
2601 South Bayshore Drive

Miami, FL 33133

EFFECTIVE DATE
JAN 16 1996

DOMESTIC FILING

NAME: FOX CREEK DEVELOPMENT
CORPORATION

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: T. BROWN JAN 19 1996

FILED
96 JAN 18 AM 8 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
JAN 16 1996

FILED
96 JAN 18 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FOX CREEK DEVELOPMENT CORPORATION

ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is Fox Creek Development Corporation. The address of the initial principal office is:

2601 S. Bayshore Drive
Miami, Florida 33133-5461

ARTICLE II: DURATION

The duration of this corporation is perpetual. The date and time of the commencement of corporate existence is January 16, 1996

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any and all activities and businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

The registered agent and street address of the registered office of this corporation is:

Marcia H. Langley
2601 South Bayshore Drive
9th Floor
Miami, Florida, 33133-5461

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the

number of directors be less than three or more than seven. The following persons constitute the initial directors of the corporation, who shall serve in that capacity until such director's successor is duly elected and has qualified or such director's death, resignation or removal:

Thomas W. Jeffrey

J. Larry Rutherford

Kimball D. Woodbury

ARTICLE VII: INITIAL OFFICERS

The following persons constitute the initial officers of the corporation, who shall serve in that capacity until such officer's successor is duly elected and has qualified or such officer's death, resignation or removal:

<u>POSITION</u>	<u>NAME</u>
President	J. Thomas Gillette, III
Vice President and Secretary	Marcia H. Langley
Vice President and Treasurer	John H. Fischer
Vice President	Thomas W. Jeffrey
Vice President and Controller	Callis N Carleton
Vice President	Kimball D. Woodbury

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Marcia H. Langley
c/o Atlantic Gulf Communities Corporation,
2601 S. Bayshore Dr.
9th Floor
Miami, Florida 33133-5461

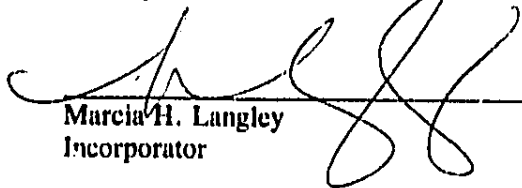
ARTICLE IX: BY-LAWS

The board of directors shall adopt by-laws for the corporation. The by-laws may be amended, altered or repealed by the shareholders or directors in any manner permitted by the by-laws.

ARTICLE X: AMENDMENT

The shareholders or the directors may amend these Articles of Incorporation in any manner now or hereafter provided for under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed this instrument as of January 16, 1996.



Marcia H. Langley
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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96 JAN 18 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501 of the Florida Business Corporation Act, Fox Creek Development Corporation, desiring to organize as a corporation under the laws of the State of Florida, submits the following statements in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is:

Fox Creek Development Corporation

2. The name and address of the registered agent and the registered office of the corporation is:

Marcia H. Langley
2601 South Bayshore Drive
9th floor
Miami, FL 33133

By:



Marcia H. Langley
Incorporator

Having been named registered agent and to accept service of process for Fox Creek Development Corporation, at the registered office designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I accept the duties and obligations of my position as registered agent.



Marcia H. Langley
Registered Agent

Dated: January 16, 1996