

1/25/96
8:37 AM

FLORIDA DIVISION OF CORPORATIONS

((H96000001197))

UNLESS ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: JOHN SHRA, P.A.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
409 EAST GAINES STREET
0006194

2940 S TAMiami TRAIL
TALLAHASSEE, FLORIDA 32309

TALLAHASSEE, FL 32399
FAX: (904) 922 4000

CONTACT: STEPHANIE ROBINSON
PHONE: (941) 365-8848
FAX: (941) 365-8692

((H96000001197))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: PLACIDA ARBOR GREENE, INC.

FAX AUDIT NUMBER: H96000001197

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/25/1996

TIME REQUESTED: 08:37:03

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER:

102331002046

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit

number on the top and bottom of all pages of the document.

((H96000001197))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

[Handwritten signature]
26

FILED
95 JAN 25 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

96 JAN 25 AM 9:30

RECEIVED

**ARTICLES OF INCORPORATION
OF**

FLACIDA ARBOR GREENE, INC.

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is PLACIDA ARBOR GREENE, INC.

ARTICLE II - PURPOSE

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 5370 Gulf of Mexico Drive, Longboat Key, Florida 34228.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors
Prepared by: John Shea, P.A.
2940 So. Tamiami Trail
Sarasota, FL 34239
941/365-8848
Florida Bar No. 261424

Fax Audit #H96000001197

FILED

consisting of two directors, whose names and street addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ELIZABETH A. COLEMAN	4376 Maplewood Ln. Sarasota, FL 34230
HENNY PELDERO	Alexander Battalaan 40 6221 CE Maastricht, Holland

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Elizabeth A. Coleman	5370 Gulf of Mexico Dr. Longboat Key, Florida 34228

ARTICLE IX - BYLAWS

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

ARTICLE X - INDEMNIFICATION

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT

This corporation has named Stephanie Robinson as its agent to accept service of process within the State. The street address of the initial registered office is 2940 South Tamiami Trail, Sarasota, Florida 34239.

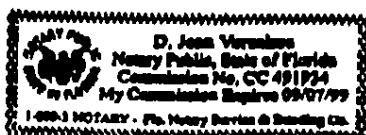
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 24th day of January, 1996.

Elizabeth A. Coleman
Elizabeth A. Coleman

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 24th day of January, 1996 by Elizabeth A. Coleman who is personally known to me or who has produced her Florida Driver's License as identification.

My commission expires:



D. Jean Versaroff
Print Name: D. Jean Versaroff
NOTARY PUBLIC

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of any position as registered agent.

Stephanie Robinson
Stephanie Robinson

plac-arb.art

P96000007916

JOHN SHEA, P.A.
ATTORNEY AT LAW

TELEPHONE (904) 806-0040
FACSIMILE (904) 806-8002

2040 SO. TAMiami TRAIL
SARASOTA, FLORIDA 34230

March 18, 1996

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

000001751200
-03/20/96--01080--003
*****35.00 *****35.00

RE: Placida Arbor Greene, Inc.

Dear Sir/Madam:

Enclosed is a check in the amount of \$35.00 in addition to one signed original of Statement of Change of Registered Office or Registered Agent for the above corporation. Please file this certificate at your earliest opportunity.

Should you have any questions or problems with this, please do not hesitate to contact me.

Sincerely,

Sue O'Brien

Sue O'Brien
Legal Assistant to John J. Shea

/s/

Enclosures

SH 3/26
RA Change

95 MAR 20 PM 12:25
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortherm, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: PLACIDA ARBOR GREENE, INC.

1b. The mailing address of the corporation is: 5370 Gulf of Mexico Dr.,
Loughport Key, FL 34228

1c. Date of incorporation: 1-25-96 Document number: P96000007916

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

Stephanie Robinson
2940 So. Tamiami Trail
Sarasota, FL 34239

RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
MAR 20 PM 12:25

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

John Shea
2940 So. Tamiami Trail
Sarasota, FL 34239

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Elizabeth A. Coleman
(Signature of an officer, chairman or
vice chairman of the board)

3/14/96
(Date)

Elizabeth A. Coleman, Pres.
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

11 March '96
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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