

P960003349

6170 RESERVE CIRCLE, SUITE 102
Naples, FL 34119
June 27, 1996

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

RE: BATEMAN & STEWART COMMUNITIES, INC.

000001831880
-07/02/96--0118--016
****131.25 ****131.25

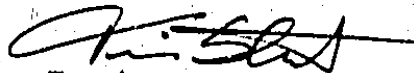
To Whom it May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced corporation. A check is enclosed for \$100.00.

6/31/96

FROM: **TERRI J. STEWART**
6170 Reserve Circle, Suite 102
Naples, FL 34119

Should you have any questions or comments you may reach
(941) 353-1636. Thank you for your assistance.


Terri J. Stewart

Enclosures

7/3/96
JD

FILED
56 JUL -1 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BATEMAN & STEWART COMMUNITIES, INC.

FILED
JUL - 1 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be BATEMAN & STEWART COMMUNITIES, INC.

ARTICLE II

ADDRESS OF CORPORATION

The address of the principal office for this corporation is 6170 RESERVE CIRCLE, SUITE 102, NAPLES, FL 34119.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to initially issue 1,000 (one thousand) shares of one dollar (\$1.00) par value common stock. The number of shares of stock that this corporation is authorized to have outstanding at any one time is not limited.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6170 RESERVE CIRCLE, SUITE 102, NAPLES, FL 34119. The initial registered agent of this corporation at that address is TERRI J. STEWART.

ARTICLE V

INCORPORATOR

The name and address of the person signing these articles is Terri J. Stewart, 6170 RESERVE CIRCLE, SUITE 102, NAPLES, FL 34119.

ARTICLE VI

PURPOSE

Although the main purpose of the corporation shall be to develop and/or build residential communities for sale or lease, this corporation is organized for the transaction of any and all lawful business and purposes allowed a Florida corporation.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director is:
Terri J. Stewart, 6170 RESERVE CIRCLE, SUITE 102, NAPLES, FL 34119.

ARTICLE VIII

DURATION

This corporation shall exist perpetually commencing on the date of execution of the Articles of Incorporation, pursuant to Florida Statute Section 607.0203, providing that corporate existence may begin up to five (5) days prior to the filing with the Secretary of State for the State of Florida.

ARTICLE IX

BYLAWS

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

ARTICLE X

SHAREHOLDER QUORUM

Seventy-six percent (76%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI

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 XII

PREEMPTIVE RIGHTS

Every shareholder, upon issuance or sale of any new stock of this corporation of the same kind or class as that which that shareholder already owns, has the preemptive right to purchase his/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any directors from office during a director's term without just cause.

ARTICLE XIV

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, against all liability, expenses, costs, damages, and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

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 said officer or director if he/she 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/she believed to be sound accounting and business practice.


The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

ARTICLE XVI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

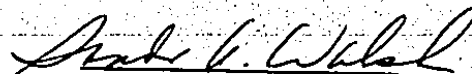
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 27th day of June, 1996

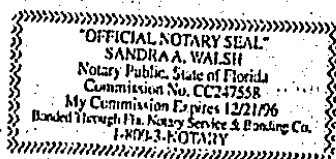

Terri J. Stewart, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Terri J. Stewart, known to me and known by me to be the person who executed these Articles of Incorporation, and she acknowledged before me that as her free act she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 27th day of June, 1996.


NOTARY PUBLIC, State of Florida



My commission expires: 12/21/96

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name of the corporation is BATEMAN & STEWART COMMUNITIES, INC.

The name and address of the registered agent and office is:

TERRI STEWART
6170 RESERVE CIRCLE, SUITE 102
NAPLES, FL 34119

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


TERRI J. STEWART

P96000056349



THE UNITED STATES
CORPORATION
CORP

ACCOUNT NO. : 072100000032

REFERENCE : 456136 7103152

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 9, 1997

ORDER TIME : 11:08 AM

ORDER NO. : 456136-005

CUSTOMER NO: 7103152

200002233982--2

-07/09/97--01055--035
*****87.50 *****87.50

CUSTOMER: Ms. Linda C. Brinkman
Goodlette Coleman & Johnson,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: BATEMAN & STEWART COMMUNITIES,
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: Susana Romagosa

EXAMINER'S INITIALS:

2/C
Amend
7/10/97

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JUL -9 PM 2:32

RECEIVED
97 JUL 9 PM 1:46
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BATEMAN & STEWART COMMUNITIES, INC.,
a Florida corporation**

FILED STATE
OFFICE OF CORPORATIONS
97 JUL -9 PM 2:32

This Amendment to Articles of Incorporation of Bateman & Stewart Communities, Inc., a Florida corporation, (hereinafter the "corporation") is made this 7th day of July, 1997, by unanimous consent of the Board of Directors and Shareholders.

In accordance with Section 607.1006, F.S., the following matters are set forth:

1. The name of this corporation is **BATEMAN & STEWART COMMUNITIES, INC.**, a Florida corporation.
2. The text of the Amendment adopted by this corporation:

Article I

NAME OF CORPORATION

The name of this corporation shall be **GRANDE RESERVE AT
PELICAN STRAND, INC.**, a Florida corporation.

3. The date of adoption of this amendment changing the name of this corporation is July 7, 1997.
4. This amendment has been adopted by joint, unanimous consent of the board of directors and shareholders of the corporation.


Terri J. Stewart, Sole Director