

1201 HAYS STREET  
SALT LAKE CITY, UT 84103  
801-344-8086  
FAX

**P9600056715**



PRESTIGE FINANCIAL SERVICES ACCOUNT NO. : 072100000032  
REFERENCE : 010736 4379232  
AUTHORIZATION :  
COST LIMIT : \$ 78.75 *Patricia Pyjuts*

RECEIVED  
96 JUL -5 AM 10:35  
DIVISION OF CORPORATION

ORDER DATE : July 5, 1996  
ORDER TIME : 9:34 AM  
ORDER NO. : 010736  
CUSTOMER NO: 4379232

CUSTOMER: Ms. Hannah Wilson  
ATLANTIC GULF COMMUNITIES  
CORPORATION  
2601 South Bayshore Drive  
9th Floor  
Miami, FL 33133

100001884951

DOMESTIC FILING

NAME: NORTH 29 DEVELOPMENT  
CORPORATION

EFFECTIVE DATE:

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: Kathy Drake

EXAMINER'S INITIALS:

*g 7/5/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -5 PM 12:11

EFFECTIVE DATE

7/1/96

ARTICLES OF INCORPORATION  
OF  
NORTH 29 DEVELOPMENT CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -5 PM 12:11

ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is North 29 Development Corporation, a Florida corporation.  
The address of the initial principal office is:

2801 South 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 July 1, 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  
2801 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

Marcia H. Langley

John H. Fischer

#### 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>PERSON</u>	<u>NAME</u>
President	Kimball D. Woodbury
Vice President and Secretary	Marcia H. Langley
Vice President and Assistant Secretary	Joel K. Goldman
Vice President and Treasurer	John H. Fischer
Vice President and Controller	Callis Carleton

#### ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Marcia H. Langley  
c/o Atlantic Gulf Communities Corporation  
2601 South Bayshore Drive  
Miami, Florida 33133-5461

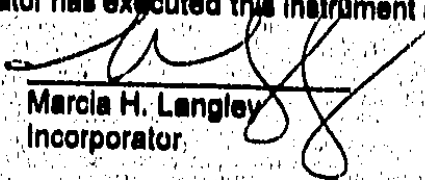
#### ARTICLE VIII: BY-LAWS

The board of directors shall adopt by-laws for the corporation. The by-laws may be amended 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 July 1, 1996.



A handwritten signature in black ink, appearing to read 'M. Langley', is written over a horizontal line.

**Marcia H. Langley**  
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL -5 PM 12:11

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 be:

North 29 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, Florida 33133

By: 

Marcia H. Langley

P96000056715

1201 HAYS STREET  
TALLAHASSEE, FL 32307  
800-342-8086



ACCOUNT NO. : 072100000032  
REFERENCE : 051419 4379232  
AUTHORIZATION : *Patricia Pizzich*  
COST LIMIT : \$ 43.75

ORDER DATE : August 13, 1996

ORDER TIME : 9:40 AM

ORDER NO. : 051419

CUSTOMER NO: 4379232

000001920610

CUSTOMER: Ms. Hannah Wilson  
Atlantic Gulf Communities  
2601 South Bayshore Drive  
9th Floor  
Miami, FL 33133

DOMESTIC AMENDMENT FILING

NAME: NORTH 29 DEVELOPMENT CORPORATION

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

*Handwritten initials and date: MB, 8/13/96*

FILED  
96 AUG 13 PM 3:09  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION  
AUG 13 AM 11:26

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
NORTH 29 DEVELOPMENT CORPORATION  
(a Florida corporation)

TO: Department of State  
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is NORTH 29 DEVELOPMENT CORPORATION, a Florida corporation.

2. The following amendment of the articles of incorporation was adopted by the sole shareholder and directors of the corporation on August 12, 1996, in the manner prescribed by the Florida Business Corporation Act:

Article I is hereby amended to change the name of the corporation from NORTH 29 DEVELOPMENT CORPORATION, a Florida corporation to AG SANCTUARY OF ORLANDO, INC., a Florida corporation.

3. The remainder of the provisions of the Articles of Incorporation shall remain as filed on July 5, 1996.

Dated: August 12, 1996

By: Joel K. Goldman  
Joel K. Goldman, Vice President

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 12th day of August, 1996, by Joel K. Goldman, Vice President of North 29 Development Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

My commission expires:

Hannah L. Wilson  
Hannah L. Wilson, Notary Public  
H:\SHARED\LEGAL\DUARTE\WPD\CORPORAT\NAME-CHA.SAH



FILED  
96 AUG 13 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**P962000056 715**

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

**May 14, 1997**

**AG SANCTUARY OF ORLANDO, INC.**  
**2101 SOUTH BAYSHORE DRIVE**  
**MIAMI, FL 33133-5461**

**SUBJECT: AG SANCTUARY OF ORLANDO, INC.**  
**Ref. Number: P96000056715**

**Debit Memo #: 7497-B**

**This is to inform you that check #056629 in the amount of \$115.00 submitted with the annual report for AG SANCTUARY OF ORLANDO, INC. has been returned by your bank because of PAYMENT STOPPED.**

**We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.**

**Section 607.1421 or 607.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 14, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.**

**Please send the replacement check to my attention at the address listed below.**

**If you have any questions concerning the filing of your document, please call (904) 487-6057.**

**Pat Bailey**  
**Accountant I**

**Letter Number: 297A00025754**