

1201 HAYS STREET
MIAMI, FL 33133
954-447-0000
954-447-0000

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96 JUL -5 AM 11:40

PROVINCIAL FINANCIAL SERVICES ACCOUNT NO. : 072100000032 DIVISION OF CORPORATION

REFERENCE : 010785 4379232

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 78.75

ORDER DATE : July 5, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 010785

CUSTOMER NO: 4379232

800001885168

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

DOMESTIC FILING

NAME: COUNTRY LAKES 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 2:10

EFFECTIVE DATE

7/1/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL -5 PM 2:10

**ARTICLES OF INCORPORATION
OF
COUNTRY LAKES DEVELOPMENT CORPORATION**

ARTICLE I: NAME AND ADDRESS OF CORPORATION

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

2601 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
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

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, 1990.


Marcia H. Langley
Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

FILED
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DIVISION OF CORPORATIONS
96 JUL -5 PM 2:10

In compliance with Section 807.0501 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:

Country Lakes Development Corporation

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

Marcia H. Langley
2801 South Bayshore Drive
9th Floor
Miami, Florida 33133

By: 

Marcia H. Langley