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ACCOUNT NO. 072100000032

96 JUL -5 AM 11:40  
DIVISION OF CORPORATION

REFERENCE : 010785 4379232

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 78.75

ORDER DATE : July 5, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 010785

CUSTOMER NO: 4379232

8000001885168

CUSTOMER: Ms. Hannah Wilson  
ATLANTIC GULF COMMUNITIES  
CORPORATOIN  
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 Dral.

EXAMINER'S INITIALS: *GJ/SPK*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL -5 PM 2:10

EFFECTIVE DATE

7-1-98

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:

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, 1998.

**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

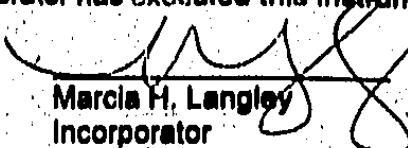
#### ARTICLE VIII: BY-LAWS

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, 1990.

  
Marcia H. Langley  
Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

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  
2601 South Bayshore Drive  
9th Floor  
Miami, Florida 33133**

By: 

**Marcia H. Langley**