

1201 HAYS STREET  
SARASOTA, FL 34237  
813-442-0080  
P96000060009



PRINTED MAIL  
TELETYPE SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 023186 3487A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 17, 1996

ORDER TIME : 2:53 PM

ORDER NO. : 023186

CUSTOMER NO: 3487A

CUSTOMER: Robert E. Messick, Esq  
ICARD MERRILL CULLIS TIMM  
FUREN & GINSBURG, PA  
2033 Main Street, Suite 600  
P. O. Drawer 4195  
Sarasota, FL 34237

000001897250  
-07/17/96--01093--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: WHITEHALL MARKETING, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

CP  
7/18/96

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
55 JUL 17 PM 10:09

RECEIVED  
55 JUL 17 PM 3:22  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF

WHITEHALL MARKETING, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 17 AM 10:09

ARTICLE 1. - NAME

The name of the Corporation is WHITEHALL MARKETING, INC.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the Corporation shall initially be at 290 Coconut Avenue, Sarasota, Florida 34236. The Corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the Corporation shall be 290 Coconut Avenue, Sarasota, Florida 34236. The Corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - POWERS

This Corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 6. - SHARES [CAPITAL STOCK]

This Corporation is authorized to issue 10,000 Shares of Voting Common Stock with a Par Value of \$1.00 per Share.

#### **ARTICLE 7. - PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

The holders of the common stock of the Corporation shall have the preemptive right to purchase, upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

#### **ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of this Corporation at that address is ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A., Attention: Robert E. Messick.

#### **ARTICLE 9. - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially. 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 Directors of this Corporation are:

Don Lichter  
Ronald Mustari  
290 Cocoanut Avenue  
Sarasota, Florida 34236

#### ARTICLE 10. - INCORPORATOR

The name and address of the Incorporator is:

ROBERT E. MESSICK, Esquire  
ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.  
2033 Main Street, Suite 600  
Sarasota, Florida 34237

#### ARTICLE 11. - CUMULATIVE VOTING

All Shareholders are entitled to cumulate their votes for Directors.

At each election for Directors, every Shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of candidates.

#### ARTICLE 12. - INDEMNIFICATION

All Officers and Directors shall be indemnified by the Corporation to the fullest extent permitted by law against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

#### ARTICLE 13. - AMENDMENT

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


The undersigned Incorporator has executed these Articles of Incorporation on this 10th day of July, 1996.

  
\_\_\_\_\_  
ROBERT E. MESSICK

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of July, 1996, by ROBERT E. MESSICK, described as the Incorporator, who is personally known to me or who has produced a Driver's License as identification, and who did take an oath.

My Commission Expires:

  
\_\_\_\_\_  
Notary Public Mary B. Schroeder  
Typed Name MY COMMISSION # CC407133 EXP. DATE  
August 18, 1999  
Commission No.: BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
WHITEHALL MARKETING, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 17 AM 10:09

Having been named to accept Service of Process for the above stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of its duties.

DATED this 10th day of July, 1996.

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

By: 

ROBERT E. MESSICK  
Its authorized Agent

Registered Agent



THE UNITED STATES  
CORPORATION  
COMPANY

P96000060009

ACCOUNT NO. : 072100000032

REFERENCE : 487761 3487A

AUTHORIZATION : Patricia Pait

COST LIMIT : \$ 35.00

ORDER DATE : August 6, 1997

ORDER TIME : 12:20 PM

ORDER NO. : 487761-005

CUSTOMER NO: 3487A

CUSTOMER: Paula M. Moser, Legal Asst  
Icard Merrill Cullis Timm  
2033 Main Street, Suite 101  
P. O. Drawer 4195  
Sarasota, FL 34237

Change  
Amend

000002260058--1

DOMESTIC AMENDMENT FILING

NAME: WHITEHALL MARKETING, INC.

EFFECTIVE DATE: 8/6/97

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED  
97 AUG -6 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 AUG -6 PM 3:02  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
WHITEHALL MARKETING, INC.**

FILED  
97 AUG -6 PM 3:01  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to the Articles of Incorporation filed by the Corporation effective date July 17, 1996:

1. The following amendment to Article 1 of the Articles of Incorporation was adopted by the undersigned, as directors of the Corporation on July 17, 1996, in the manner prescribed by Section 607.1006, Florida Statutes, and prior to issuance of shares in said Corporation:

**ARTICLE 1. - NAME**

The name of the Corporation shall be amended to be AVALON HOME BUILDERS, INC.

2. The amendment was adopted by the directors without shareholder action and shareholder action was not required.

Dated: July 30, 1997

WHITEHALL MARKETING, INC.

By: 

DON LICHTER, Director

By: 

RONALD MUSTARI, Director


STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Don Lichter, as a Director of WHITEHALL MARKETING, INC., who is to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same on behalf of the said corporation and for the use and purposes therein mentioned and set forth.



IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at 2033 Main Street, Sarasota, Florida, this 30<sup>th</sup> day of July, 1997.

My Commission Expires:


Paula Moser  
Notary Public  
Typed Name: \_\_\_\_\_  
Commission No. \_\_\_\_\_  
 PAULA MOSER  
MY COMMISSION # CC040701 EXPIRES  
May 13, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Ronald Mustari, as a Director of WHITEHALL MARKETING, INC., who is to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same on behalf of the said corporation and for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at 2033 Main Street, Sarasota, Florida, this 30<sup>th</sup> day of July, 1997.

My Commission Expires:

Paula Moser  
Notary Public  
Typed Name: \_\_\_\_\_  
Commission No. \_\_\_\_\_  
 Paula Moser  
MY COMMISSION # CC040701 EXPIRES  
May 13, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.



THE UNITED STATES  
CORPORATION  
COMPANY

P960000060009

FILED  
SEP 22 PM 1:18  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 537526 3487A

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 35.00

ORDER DATE : September 22, 1997

ORDER TIME : 8:57 AM

ORDER NO. : 537526-005

CUSTOMER NO: 3487A

700002299077--7

CUSTOMER: Paula M. Moser, Legal Assu  
Icard Merrill Cullis Timm  
2033 Main Street, Suite 101  
P. O. Drawer 4195  
Sarasota, FL 34237

name  
changed  
Amended

DOMESTIC AMENDMENT FILING

NAME: WHITEHALL MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

RECEIVED  
97 SEP 22 AM 9:54  
DIVISION OF CORPORATION

9/22/97
DOU
DOU
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DOU
DOU

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
AVALON HOME BUILDERS, INC.**

FILED  
97 SEP 22 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to the Articles of Incorporation filed by the Corporation effective date July 17, 1996:

1. Article 1 of the Articles of Incorporation was amended on July 30, 1997, to change the name of the Corporation from WHITEHALL MARKETING, INC., a Florida Corporation, to AVALON HOME BUILDERS, INC., a Florida Corporation.
2. The following amendment to Article 1 of the Articles of Incorporation was adopted by the undersigned, as directors of the Corporation, on September 17, 1997, in the manner prescribed by Section 607.1006, Florida Statutes, and prior to issuance of shares in said Corporation:

**ARTICLE 1. - NAME**

The name of the Corporation shall be amended to be WHITEHALL HOMES AT AVALON, INC.

2. The amendment was adopted by the directors without shareholder action and shareholder action was not required.

Dated: September 17, 1997

**AVALON HOME BUILDERS, INC.**

By: 

**DON LICHTER, Director**

By: 

**RONALD MUSTARI, Director**


**STATE OF FLORIDA  
COUNTY OF SARASOTA**

BEFORE ME, the undersigned authority, personally appeared Don Lichter, as a Director of AVALON HOME BUILDERS, INC., who is to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation, and

he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same on behalf of the said corporation and for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at 2033 Main Street, Sarasota, Florida, this 17<sup>th</sup> day of September, 1997.

My Commission Expires:


Paula Moser  
Notary Public  
Typed Name: \_\_\_\_\_  
Commission No. \_\_\_\_\_  
 Paula Moser  
MY COMMISSION # 00046781 EXPIRES  
May 13, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Ronald Mustari, as a Director of AVALON HOME BUILDERS, INC., who is to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same on behalf of the said corporation and for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at 2033 Main Street, Sarasota, Florida, this 17<sup>th</sup> day of September, 1997.

My Commission Expires:

Paula Moser  
Notary Public  
Typed Name: \_\_\_\_\_  
Commission No. \_\_\_\_\_  
 Paula Moser  
MY COMMISSION # 00046781 EXPIRES  
May 13, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.