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DONALD H. POWERS CO., L.P.A.
DONNA J. POWERS
JOSEPH V. HATALA

July 12, 1996

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

EFFECTIVE DATE
7-15-96

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07/15/96--07003--017
****148.00 ****70.00
70.00

Re: Articles of Incorporation of
TIMBERLAND DEVELOPMENT COMPANY OF FLORIDA, INC.

To the Secretary of State:

Enclosed are Articles of Incorporation, Certificate Designating Place of Registered Office for Service of Process with Acknowledgement, and Assignment of Incorporator's Rights which we request to be filed.

Please contact Carolyn M. Emley at (216) 243-2955 if there are any problems. Permission is granted to call collect if needed. After recording, the document should be returned to me.

Our check for \$70.00 is enclosed for the filing fee.

Very truly yours,

Carolyn M. Emley
Carolyn M. Emley
Paralegal

CME

Enclosures
D:\0183\079\SECRTRY.LTR

JUL 18 1996

FILED
96 JUL 16 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7-15-96

ARTICLES OF INCORPORATION
OF

TIMBERLAND DEVELOPMENT COMPANY OF FLORIDA, INC.

FILED
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CLERK
FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be TIMBERLAND DEVELOPMENT COMPANY OF FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually and shall be effective as of July 15, 1996.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 750 shares of common stock having \$5.00 par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: 24871 Goldcrest Drive, Bonita Springs, Florida. This corporation's principal place of business and mailing address is 24871 Goldcrest Drive, Bonita Springs, Florida.

The name of the initial registered agent of this corporation at that address shall be: Lee A. Gettling.

ARTICLE VI - INITIAL OFFICERS

The names and street addresses of the initial officers of the corporation, who shall hold office for the first year in existence

of this corporation or until their successor(s) are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Leo A. Gettling	24871 Goldcrest Drive Bonita Springs, Florida	President
Pamela J. Gettling	24871 Goldcrest Drive Bonita Springs, Florida	Secretary/ Treasurer

ARTICLE VII - INITIAL DIRECTORS

This corporation shall consist of two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and street addresses of the initial directors of the corporation, who shall hold office for the first year in existence of this corporation or until their successor(s) are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Lee A. Gettling	24871 Goldcrest Drive Bonita Springs, Florida	Director
Pamela J. Gettling	24871 Goldcrest Drive Bonita Springs, Florida	Director

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
Lee A. Gettling	24871 Goldcrest Drive Bonita Springs, Florida

ARTICLE IX - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such bylaws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of July, 1996.



Lee A. Gettling, Incorporator

STATE OF OHIO)
) SS.
COUNTY OF CUYAHOGA)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared Lee A. Gettling, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation.

WITNESS by my hand and official seal in the County and State last aforesaid this 14th day of July, 1996.

Donna J. Pomeroy
Notary Public

DONNA J. POMEROY
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date.
Section 147.03 R.C.

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHO PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, **TIMBERLAND DEVELOPMENT COMPANY OF FLORIDA, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Bonita Springs, County of Lee, State of Florida, has named its Registered Agent, Lee A. Gettling, in the City of Bonita Springs, County of Lee, State of Florida, to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Lee A. Gettling

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FILED
95 JUL 16 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASSIGNMENT OF INCORPORATOR'S RIGHTS

I, Lee A. Gettling, as the Incorporator to the Articles of Incorporation for that certain Florida corporation known as TIMBERLAND DEVELOPMENT COMPANY OF FLORIDA, INC. ("CORPORATION"), heroby assign all my right, title and interest to subscribe to the shares of the Corporation to the Corporation's Board of Directors.

DATED effective this 15th of July, 1996.


Lee A. Gettling, Inc.