

1201 HAYS STREET  
TAMPA, FL 33601-9907  
(813) 221-1711  
(813) 221-1191 FAX  
800-344-7006

**P96000065762**

**CSC networks**

PRESTIGE NATIONAL SERVICES ACCOUNT NO. : 072100000032  
REFERENCE : 039844 150991A

AUTHORIZATION: *Patricia P. Pyle*  
COST LIMIT : \$ 122.50

96 AUG -1 11:21 AM  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

ORDER DATE : August 1, 1996

ORDER TIME : 11:21 AM

ORDER NO. : 039844

CUSTOMER NO: 150991A

CUSTOMER: Todd W. Fennell, Esq  
GOULD COOKSEY FENNEL O'NEILL  
& MARINE, P.A.  
979 Beachland Boulevard

200001210532

Vero Beach, FL 32963

DOMESTIC FILING

*W96-16113*

NAME: THE ESTUARY REAL ESTATE  
COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

*504*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

*Dmc 8/1/96*  
*gf 8/7/96*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 1, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: THE ESTUARY REAL ESTATE COMPANY, INC.  
Ref. Number: W96000016113

We have received your document for THE ESTUARY REAL ESTATE COMPANY, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 096A00036907

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG - 1 AM 10:48

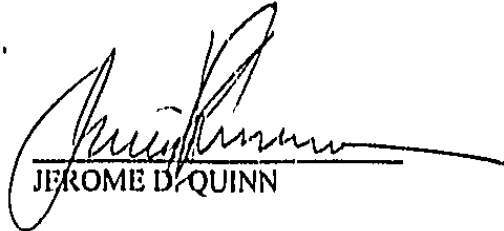
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 AUG -1 AM 10:40

**CONSENT TO RELEASE NAME**

I, JEROME D. QUINN, Esquire, of O'Haire, Quinn & Candler, hereby consent to the release of the reservation of the corporate name, THE ESTUARY REAL ESTATE COMPANY, INC., currently reserved by me until November 29, 1996, to TODD W. FENNELL, Esquire.

Dated this 6 day of Aug, 1996.

  
JEROME D. QUINN



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

O'HAIRE, QUINN, CANDLER

AUG 1 1996

August 1, 1996

REC \_\_\_\_\_

JEROME D. QUINN, ESQ.  
O'HAIRE, QUINN, & CANDLER, CHARTERED  
P.O. BOX 4375  
VERO BEACH, FL 32964

The name THE ESTUARY REAL ESTATE COMPANY has been reserved for 120 days beginning August 1, 1996. The reservation number is R96000003677 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 396A00036880

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96 AUG -1 AM 10:48

Expires 11/28/96

**ARTICLES OF INCORPORATION**

**OF**

**THE ESTUARY REAL ESTATE COMPANY, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 AUG -1 AM 10:49

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

**THE ESTUARY REAL ESTATE COMPANY, INC.**

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

5070 Highway A-1-A, Suite 202  
Vero Beach, FL 32963

**ARTICLE III**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV**

**Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation is 10,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration of the issuance of said shares of capital stock may be paid,

in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### **ARTICLE V** **Existence of Corporation**

This corporation shall have perpetual existence.

#### **ARTICLE VI** **Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 1261 Indian Mound Trail, Vero Beach, Florida 32963, and the initial registered agent of this corporation at such office shall be **TODD W. FENNELL**. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### **ARTICLE VII** **Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

#### **ARTICLE VIII** **Initial Board of Directors**

The initial Board of Directors of this corporation shall consist of two (2) such members to hold office until their successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Ernest Hazel, III	5070 Highway A-1-A, Suite 202 Vero Beach, FL 32963
Roger C. Doerr	5070 Highway A-1-A, Suite 202 Vero Beach, FL 32963

#### **ARTICLE IX** **Incorporator**

The name and street address of the Incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Todd W. Fennell	979 Beachland Boulevard Vero Beach, Florida 32963

#### **ARTICLE X** **By-Laws**

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

#### **ARTICLE XI** **Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE XII**  
**Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
TODD W. FENNELL, Incorporator



**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, **TODD W. FENNELL**, having been named as Registered Agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Todd W. Fennell  
**TODD W. FENNELL**

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