

96000069208



PROMETHEUS HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : DIVOSTA & COMPANY

REFERENCE : 059145 81758A

AUTHORIZATION :

COST LIMIT : \$ 12,500.00

ORDER DATE : August 20, 1996

ORDER TIME : 11:10 AM

ORDER NO. : 059145

800001927248

CUSTOMER NO: 81758A

CUSTOMER: Christine Scalamandre, L.a
DIVOSTA & COMPANY

4500 Pga Boulevard

Palm Bch Garden, FL 33418

DOMESTIC FILING

NAME: VILLAGE WALK REALTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 20 PM 1:10

8/20/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1996

CSC NETWORKS

The name VILLAGE WALK REALTY, INC. has been reserved for 120 days beginning July 24, 1996. The reservation number is R96000003555 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

Ruth Leonard

Letter number: 196A00035654

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 20 PM 1:10

ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is VILLAGE WALK REALTY, INC. The street and mailing address of the initial principal office of the corporation is 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418. The initial registered agent of this corporation at that address is OTTO B. DIVOSTA.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws. The names and addresses of the initial Directors of the Board of Directors of this corporation are:

Charles H. Hathaway	4500 PGA Boulevard, Suite 400 Palm Beach Gardens, Fl. 33418
Robert S. Kairalla	4500 PGA Boulevard, Suite 400 Palm Beach Gardens, Fl. 33418

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is:

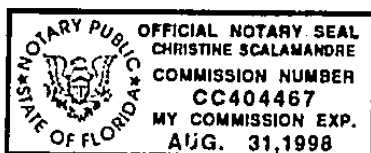
Robert S. Kairalla	4500 PGA Boulevard, Suite 400 Palm Beach Gardens, Fl. 33418
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IN WITNESS WHEREOF, the above-named incorporator has executed these Articles of Incorporation on the 19th day of August, 1996.

Robert S. Kairalla
Robert S. Kairalla

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me by Robert S. Kairalla, this 19th day of August, 1996. He is personally known to me.



Christine Scalapandou
Notary Public
Print Name: Christine Scalapandou
Commission Expiration: Aug 31, 1998
Commission Number: CC 404467

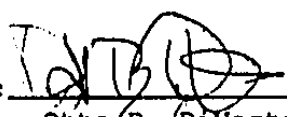
CERTIFICATE DESIGNATING A REGISTERED OFFICE AND
A REGISTERED AGENT FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA; NAMING AN AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 20 PM 1:10

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

VILLAGE WALK REALTY, INC.

desiring to organize and qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Palm Beach Gardens, State of Florida, has named Otto B. DiVosta, located at 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, State of Florida, as its agent to accept service of process within this state.

By: 
Otto B. DiVosta

Date: August 19, 1996

Having been named to accept service of process for the above-named corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to the proper and complete performance of my duties.

By: 
Otto B. DiVosta

Date: August 19, 1996

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

P96000069208

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____

One Day Service

Regular _____

Two Day Service

To us via _____

Return via _____

Matter No.: _____

Express Mail No. _____

State Fee \$ _____

Our \$. _____

RE: Village Walk Realty

J.C.

C.C. FE.

DISBURSED

☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☐ () Cert. Copy(s)

☒ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reg.
☐ Reg. Agent Service
☐ Document Filing

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-05/12/97--01061--002

****945.00 ****35.00

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone () _____
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () _____ pgs.

97 MAY 16 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$1.10

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU, -
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE 5/16/97

TIME 12:00

BY [Signature] CK No. _____

WALK-IN Will Pick Up 5/16 12:00

ARTICLES OF AMENDMENT
OF
VILLAGE WALK REALTY, INC.

FILED
97 MAY -6 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being all of the shareholders and Directors, for the purpose of amending the Articles of Incorporation of VILLAGE WALK REALTY, INC., pursuant to the Florida Business Corporation Act, Florida Statutes §§607.1001, et seq., do hereby adopt the following Articles of Amendment previously approved by all of the shareholders and Directors of the Corporation:

ARTICLE IV - STATED CAPITAL

"The authorized capital stock of the Corporation shall consist of seven thousand five hundred (7,500) shares of \$1.00 par, common voting stock and seven thousand five hundred (7,500) shares of \$1.00 par, common non-voting stock. The common voting stock shall have one (1) vote per share and shall be the only voting stock permitted to vote on any matter affecting the Corporation and the outstanding shares of the Corporation. The common non-voting stock shall not be permitted any vote whatsoever on any matter affecting the Corporation and the outstanding shares of the Corporation at any time. The provisions with respect to the common voting shares and the common non-voting shares shall be identical save the right of the common voting shares to vote and the no vote provision of the common non-voting shares. The provisions of Florida Statutes §607.0732, including any like section of comparable import hereinafter adopted, shall herein govern and an agreement of even date exists between the Shareholders of the Corporation approving and authorizing the provisions set forth herein of the common non-voting shares and common voting shares, including in particular the full and exclusive right of the common voting shares to vote on all matters, one (1) vote per share outstanding, and no right under any circumstances of the common non-voting shares to vote on any matter at any time."

Except to the extent that any of the provisions of these Articles of Amendment are expressly in conflict with the provisions of the Corporation's original Articles of Incorporation or any

previous amendments to the Corporation's original Articles of Incorporation, the Corporation's original Articles of Incorporation and any amendments to the Corporation's original Articles of Incorporation shall remain in full force and effect.

All of the shareholders and Directors previously approved and adopted these Articles of Amendment. The number of votes cast for approval and adoption of these Articles of Amendment was sufficient for approval. These Articles of Amendment are adopted effective the date filed with the Secretary of the State of Florida.


IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Amendment effective the 2nd day of May, 1997. These Articles of Amendment have been approved by the majority vote of the shareholders.


DIRECTORS:


ROBERT S. KAIRALLA


CHARLES H. HATHAWAY

SHAREHOLDERS:


OTTO B. DIVOSTA, as initial
Trustee of the Otto B. DiVosta
Revocable Trust, restated dated
January 18, 1990, including any
amendments or restatements
thereto,


BETTY J. DIVOSTA, as initial
Trustee of the Betty J. DiVosta
Revocable Trust, restated dated
January 18, 1990, including any
amendments or restatements
thereto