

P 960000 77811
LAW OFFICES

CHESSER, WINGARD, BARR, WHITNEY,
FLOWERS & FLEET, P. A.

D. MICHAEL CHESSER
HARRY E. BARR
BOBBY L. WHITNEY, JR.
MICHAEL A. FLOWERS
H. BART FLEET

J. D. WINGARD, JR.
(OF COUNSEL)

1201 TOLIN PARKWAY
SHALIMAH, FLORIDA 32570

(904) 651-8944
FAX (904) 651-8084

September 17, 1996

Florida Department of State
Division of Corporations
Post Office box 6327
Tallahassee, FL 32314

41111111 1996 09 17 14 44
09/18/96--01031--010
***122.50 ***122.50

RE. ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed are the original and one (1) copy of Articles of Incorporation for MONTICELLO OF FT. WALTON BEACH, INC., to be filed with the Secretary of State. Enclosed also is a check in the amount of One Hundred Twenty Two Dollars and 50/100 (\$122.50) to cover the following fees:

a. Profit corporation filing fee:	\$ 35.00
b. Registered Agent designation:	\$ 35.00
c. Certified copy	\$ 52.50

TOTAL REMITTANCE: \$ 122.50

Thank you for your attention to this matter.

Sincerely,



Alison Cartwright
LEGAL SECRETARY TO D. MICHAEL CHESSER

Enclosures

SEP 19 1996

**ARTICLES OF INCORPORATION
OF**

MONTICELLO OF FT. WALTON BEACH, INC.

I, the undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is Monticello of Ft. Walton Beach Inc., with the address of 817 Pinedale Road, Ft. Walton Beach, FL 32548.

ARTICLE II - PERIOD OF EXISTENCE

The period of duration for the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation will be to invest in real property in the State of Florida, including the development, planning, designing of real estate projects. The corporation may lawfully own, lease, mortgage, sell, and otherwise deal in both real and personal property, and may do any and all other things convenient or necessary to the conduct of its business. The Corporation may also be engaged in any other activity not specifically prohibited by the law of the states in which it does business.

ARTICLE IV - SHARES

NUMBER: The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$1.00 per share.

INITIAL ISSUE: Such shares as may be considered to be in the best interest of the corporation shall be issued from time to time, but in any event the corporation shall have an initial capital of at least \$1,000.00

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

DIVIDENDS: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Shareholder, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

NO CLASSES OF STOCK. The shares of the corporation are not to be divided into classes

NO SHARE IN SERIES. The corporation is not authorized to issue shares in series.

ARTICLE V - ADDRESS AND REGISTERED AGENT

The address of the initial registered agent of the corporation in the State of Florida shall be, 817 Pinedale Road, Ft. Walton Beach, Florida, 32548. The name of the initial registered agent of the corporation at the above address shall be Lowell Larson. The Shareholder may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VI - BOARD OF DIRECTORS

The business of the corporation shall be managed by the shareholders. There shall be no Board of Directors.

ARTICLE VII - OFFICERS

The corporation shall have a President, and a Secretary and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be had by the same person.

ARTICLE VIII - INCORPORATORS

The names and addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lowell Larson, President	817 Pinedale Road Ft. Walton Beach, FL 32548
Brenda Henderson, Secretary	817 Pinedale Rd. Ft. Walton Beach, FL 32548

ARTICLE IV - AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a majority vote of the common stock.

ARTICLE X - LIMITATIONS ON STOCK TRANSFER

(a) The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholder, such of the shares of stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to the total of all shares of common stock currently authorized and issued.

(b) No stock may be transferred to any person other than an initial stockholder without written consent of all other stockholders.

ARTICLE XI - CONTRACTS INVOLVING OFFICERS

(a) No contract or other transaction between the corporation and one or more of its officers, or between the corporation and any other corporation, firm, or entity in which one or more of the corporation's officers are officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such officer(s) are present at or participate in the meeting of the Officers or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Shareholder or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested director or directors; or

(2) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized.

(b) Common or interested officers may be counted in determining the presence of a quorum at a meeting of the Shareholders or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII - INDEMNIFICATION OF OFFICERS

(a) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as officer, employee or agent of the corporation or any other corporation, partnership, joint

venture, trust or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

(b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which an officer seeks indemnification were properly incurred and that such officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Shareholders that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

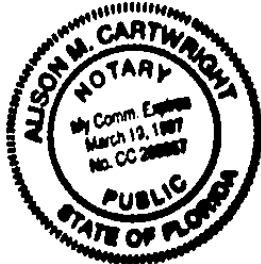
(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Incorporation at Shalimar, Florida on the 13th day of September 1996.

LOWELL LARSON

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 13th day of September, 1996, by Lowell Larson who is personally known to me and who did not take an oath.



Alison M. Cartwright
NOTARY PUBLIC

My Commission Expires: _____

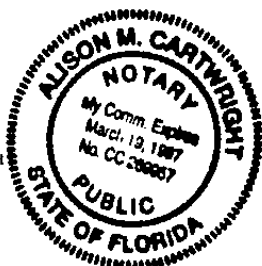
ACCEPTANCE BY REGISTERED AGENT

I Lowell Larson having been named to accept service of process and hereby act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

LOWELL LARSON
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 13th day of September 1996, by Lowell Larson who is personally known to me and who did not take an oath.



Alison M. Cartwright
NOTARY PUBLIC

My Commission Expires: _____