

P 96000077890



PREMIUM
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 091171 9563A

AUTHORIZATION : PREPAID

COST LIMIT : \$ 122.50

ORDER DATE : September 19, 1996

ORDER TIME : 9:23 AM

ORDER NO. : 091171

CUSTOMER NO: 9563A

CUSTOMER: Sharon M. Zuccaro, Esq.
BUDD & ZUCCARO

Suite 201
3033 Riviera Drive
Naples, FL 33940

DOMESTIC FILING

NAME: FGC CYPRESS, 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: Michael E. Klunk

EXAMINER'S INITIALS:

9/19/96

091171 9563A
091171 9563A
091171 9563A

DIVISION OF CORPORATIONS

96 SEP 19 11:06

96 SEP 19 11:06

96 SEP 19 11:06

93-0015-1111-00

**ARTICLES OF INCORPORATION
OF
FGC CYPRESS, INC.**

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation

1. NAME.

The name of the Corporation is FGC Cypress, Inc. (the "Corporation").

2. PRINCIPAL OFFICE.

The principal place of business and mailing address of this Corporation is 324 Fifth Avenue South, Naples, Florida 34102.

3. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business with all the powers permitted under the laws of the State of Florida.

4. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding is 7,500 shares of common stock having a par value of \$1.00 per share.

5. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

6. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this Corporation and the name of its initial registered agent at that office is:

William L. Klohn
324 Fifth Avenue South
Naples, Florida 34102

7. BOARD OF DIRECTORS.

This Corporation shall have two (2) Initial Directors. The number of Directors may be increased or diminished from time to time by the By-Laws of this Corporation, but shall never be less than one (1).

8. INITIAL DIRECTORS.

The name of the Initial Directors of this Corporation and his street address is:

William L. Klohn
324 Fifth Avenue South
Naples, Florida 34102

Linn Heaton
350 Royal Poinciana Plaza
Suite 3C
Palm Beach, Florida 33480

The person named as the Initial Director shall hold office until the first Annual Meeting of the Shareholders of this Corporation, and thereafter until his successor is chosen and qualified, or until his earlier resignation or removal.

9. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation is:

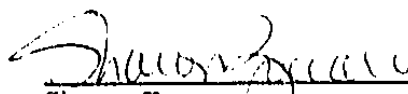
Sharon Zuccaro
Budd & Zuccaro
3033 Riviera Drive, Suite 201
Naples, Florida 34103

10. AMENDMENT.

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

IN WITNESS WHEREOF, this corporation has executed the foregoing by its duly authorized officer this 18th day of September, 1996.

INCORPORATOR:


Sharon Zuccaro


Registered Agent:

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated above, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

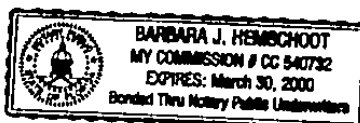
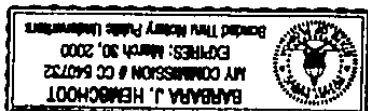

William L. Klohn

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18th day of September, 1996, by William L. Klohn. He is ☒ personally known to me or ☐ produced driver's license no. _____ as identification.


Notary Public
Printed Name Barbara J. Hemschoot
Commission No. _____
My Commission expires _____

(SEAL)



P96000077890

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1997

FGC CYPRESS, INC.
3838 N TAMiami TRAIL
414
NAPLES, FL 34103 US

SUBJECT: FGC CYPRESS, INC.
Ref. Number: P96000077890

Debit Memo #: 0397-A

This is to inform you that check #1005 in the amount of \$173.75 submitted with the annual report for FGC CYPRESS, INC. has been returned by your bank because of ACCOUNT CLOSED.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$188.75 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after March 30, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 997A00004902



P96000077890

ACCOUNT NO. : 072100000032

REFERENCE : 239049 9563A

AUTHORIZATION :

Patricia Pizutti

COST LIMIT : \$ 35.00

ORDER DATE : January 28, 1997

ORDER TIME : 11:11 AM

ORDER NO. : 239049-005

CUSTOMER NO: 9563A

CUSTOMER: Sharon M. Zuccaro, Esq.
Budd & Zuccaro
Suite 201
3033 Riviera Drive
Naples, FL 33940

400002071424--8

DOMESTIC AMENDMENT FILING

NAME: FGC CYPRESS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
97 JAN 28 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JAN 28 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amended
Per
W/17
Chang
11/3/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

CSC - KATHY DRAKE

TALLAHASSEE, FL

SUBJECT: FGC CYPRESS, INC.
Ref. Number: P96000077890

RESUBMIT

Please give original
submission date as file date.

We have received your document for FGC CYPRESS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 597A00004384

RECEIVED
97 JAN 30 PM 1:11
DIVISION OF CORPORATION

97 JAN 28 PM 3:50
FILED
TALLAHASSEE, FLORIDA
Originally incorporated as
FGC CYPRESS, INC.
Corporation Number 96000077890

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FGC CYPRESS, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, FGC Cypress, Inc., acting through its duly authorized officer in the manner provided by law, hereby makes the following amendment and restatement of its Articles of Incorporation.

1. **NAME.** The name of the Corporation is: MDG-CPR CYPRESS GLEN, INC. (the "Corporation")
2. **PRINCIPAL OFFICE.** The principal place of business and mailing address of this Corporation is: 324 Fifth Avenue South, Naples, Florida.
3. **NATURE OF BUSINESS AND POWERS.** The general nature of the business to be transacted by this Corporation is to engage in any and all business with all the powers, permitted under the laws of the State of Florida.
4. **CAPITAL STOCK.** The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding is 7,500 shares of common stock having a par value of \$1.00 per share.
5. **TERM OF EXISTENCE.** This Corporation shall have perpetual existence.
6. **AMENDMENT.** This Corporation reserves the right to amend or repeal any and all provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation. The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval.

This is to certify that above contains an amendment to Article 1, Name, and that the above was approved by action by written consent of all the directors of this Corporation effective the 31st day of January, 1997.

IN WITNESS WHEREOF, this corporation has executed this instrument by its duly authorized officer this 27th day of January, 1997.



William E. Klohn, President

P96000077890

800002083588--2
-02/11/97--01088--003
****188.75 ****188.75

February 7, 1997

REPLACEMENT FEE 1997

**ANNUAL REPORT: MDG-CPR CYPRESS
GLEN, INC.**

DEBIT MEMO: # 00397-A

CHECK #: 1005

CAPITAL PARTNERS REALTY, INC.

3838 N. Tamiami Trail, Ste. 414, Naples FL 34103 Ph (941)262-5533 Fax 262-1866

September 8, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

RE: Change of address

Gentlemen:

You will soon be mailing the 1998 Annual Report packets for corporations. Please be advised that the following corporations have moved to:

3838 N. Tamiami Trail Suite 414
Naples FL 34103

NAME

FEE NUMBER

FGC Pelican, Inc.	65-0633153
MDG-CPR Cypress Glen, Inc.	65-0697893
S.V. Partners, Inc.	65-0656367
Sunset Villas, Inc.	65-0534790
Sunset Villas Partners, Ltd.	65-0544150
Capital Partners Assoc., Inc.	59-3410375
Capital Partners Realty, Inc.	59-3410373

Should you have any questions, please feel free to contact me.

Sincerely,

Bill Klohn

dated but not read

William L. Klohn
President

Kelley
9/10