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ACCOUNT NO. : 072100000032

REFERENCE : 117604 10764A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 11, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 117604

CUSTOMER NO: 10764A

CUSTOMER: Gay Rickmyre, Legal Asst
MONACO SMITH HOOD PERKINS
LOUCKS AND STOUT
Suite 900
444 Seabreeze Boulevard
Daytona Beach, FL 32118

500001971555
-10/11/96--01040--004
***122.50 ***122.50

DOMESTIC FILING

NAME: THE COVE AT SPRUCE CREEK, 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: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 OCT 11 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 OCT 11 AM 11:44
DIVISION OF CORPORATION

KR
10-11-96

**ARTICLES OF INCORPORATION
OF
THE COVE AT SPRUCE CREEK, INC.**

FILED
96 OCT 11 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming and becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

The name of this corporation shall be:

THE COVE AT SPRUCE CREEK, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, including:

- (a) All business authorized and permitted by State and Federal laws.
- (b) To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any and all of the objectives herein enumerated, or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or interested in any property or otherwise, with all of the powers now or hereinafter conferred by the laws of the State of Florida, upon corporations for profit.
- (c) The business of the corporation is from time to time to do any lawful act and to engage in any lawful business, and it shall have the right to conduct its business in all of its branches in or outside the State of Florida or in any

other State, territory or dependency of the United States, or in foreign countries it being the intention that each of the objects, purposes and powers specified in all of the provisions of this statement of purpose should be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by reference or inference by or from the terms of any clause of this statement, or any other paragraph of these Articles, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation, the corporation being authorized to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

ARTICLE III

The Capital Stock of this Corporation shall consist of Five Hundred (500) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The existence of this Corporation shall be perpetual.

ARTICLE VI

The principal office and mailing address of this Corporation is to be located at 846 Riverside Drive, Ormond Beach, Florida 32176, with the privilege of having other offices at other places within and without the State of Florida.

ARTICLE VII

The initial registered office of this Corporation shall be 846 Riverside Drive, Ormond Beach, Florida 32176, and the initial registered agent of this Corporation at such office shall be Dipak Jobalia, who upon acceptance shall comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation as the Incorporator is: Dipak Jobalia, 846 Riverside Drive, Ormond Beach, Florida 32176.

ARTICLE X

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind or class as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XI

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as a Subchapter S Corporation.

ARTICLE XII

The business of the Corporation may be managed by the shareholder or shareholders of the Corporation rather than by a Board of Directors.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has

executed the foregoing Articles of Incorporation on this 9th day of October, 1996.

Dipak Jobalia
Dipak Jobalia, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 9th day of October, 1996, by Dipak Jobalia, who is personally known to me.



GAY E. RICKMYRE
MY COMMISSION # CC454526 EXPIRES
July 8, 1999
DONOR: THE TROY FACT INSURANCE, INC.

Gay E. Rickmyre
Name of Notary: Gay E. Rickmyre
Notary Public, State of Florida
Commission No. CC-454526
My Commission expires: 7-8-99

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of THE COVE AT SPRUCE CREEK, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 9th day of October, 1996.

Dipak Jobalia
Dipak Jobalia, Registered Agent

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TALLAHASSEE, FLORIDA