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ACCOUNT NO. : 072100000032

REFERENCE : 143017

NOV -4 PM 2:54

GOVERNOR'S COLONY  
80477A

AUTHORIZATION :

*Patricia Pjiff*

COST LIMIT : \$ 70.00

ORDER DATE : November 4, 1996

ORDER TIME : 12:49 PM

ORDER NO. : 143017-005

CUSTOMER NO: 80477A

500001995315--2

CUSTOMER: Christopher N. Davies, Esq  
ALLEN KNUDSEN DEBOEST EDWARDS  
& ROBERTS, P.A.  
1415 Hendry Street

Ft. Myers, FL 33901

DOMESTIC FILING

NAME: GOVERNOR'S COLONY  
DEVELOPMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED  
96 NOV -4 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*KH*  
11-5-96

**ARTICLES OF INCORPORATION**  
**OF**  
**GOVERNOR'S COLONY DEVELOPMENT, INC.**

FILED  
96 NOV -4 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation executed by the undersigned for the purpose of forming a corporation under the Florida Business Corporation Act.

**ARTICLE I**

The name of this Corporation shall be Governor's Colony Development, Inc., and the initial address of this Corporation shall be 2180 West First Street, Suite 500, Fort Myers, Florida 33901.

**ARTICLE II**

The Corporation shall have all of the common law and statutory powers and duties of a corporation for profit under the laws of the State of Florida, except as limited or modified by these Articles or Bylaws.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	\$10.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors in the Corporation.

**ARTICLE IV**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE V**

The initial registered office of this Corporation shall be at 2180 West First Street, Fort Myers, Florida 33901 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Richard G. Couch.

#### **ARTICLE VI**

This Corporation shall have at least one (1) Director, with the exact number to be fixed by the Bylaws.

#### **ARTICLE VII**

The name and address of the first Director of the Corporation, who shall hold office for the first year or until successors are duly elected and qualified, shall be:

Richard G. Couch

#### **ARTICLE VIII**

The name and address of the Incorporator is:

Richard G. Couch  
2180 West First Street, Suite 500  
Fort Myers, FL 33901

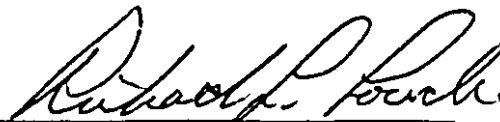
#### **ARTICLE IX**

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

#### **ARTICLE X**

This corporation shall indemnify and insure its offices and Directors to the fullest extent permitted by law either now or hereafter.

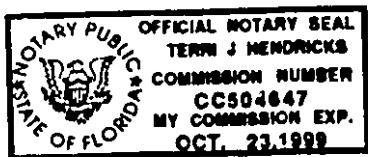
IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1st day of November, 1996.

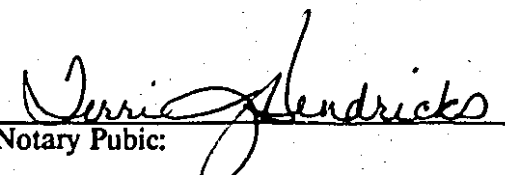
  
Richard G. Couch, Incorporator

STATE OF FLORIDA     )  
                                  ) §:  
COUNTY OF LEE     )

The foregoing Articles of Incorporation was acknowledged before me this 1st day of November, 1996, by Richard G. Couch, who is personally known to me ~~or has produced~~ (type of identification) as identification and who ~~did~~ (did not) take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 1st day of November, 1996.



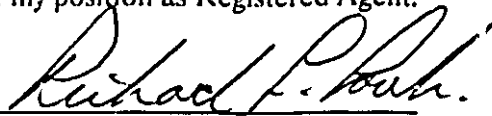
  
Notary Public:  
My Commission Expires: 10/23/99

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First, that Governor's Colony Development, Inc., desiring to organize under the laws of the State of Florida, has named Richard G. Couch, 2180 West First Street, Suite 500, Fort Myers, FL 33901 as its statutory Registered Agent.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.



Richard G. Couch, Registered Agent

Dated: 17 November 1996

FILED  
96 NOV -4 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA