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PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

P960000092902

ACCOUNT NO. : 072100000032

REFERENCE : 152325 117399A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizut

ORDER DATE : November 12, 1996

ORDER TIME : 1:55 PM

ORDER NO. : 152325-005

CUSTOMER NO: 117399A

200002002012--7

CUSTOMER: Beth S. Schick, Esq  
ROBERTSON WILLIAMS & MCDONALD

538 East Washington Street

Orlando, FL 32801

DOMESTIC FILING

NAME: COMMUNITY DEVELOPMENT  
PARTNERS, 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: Thelmon Washington

EXAMINER'S INITIALS:

FILED  
96 NOV 12 AM 11:36  
TALLAHASSEE, FLORIDA  
STATE

Dmc  
11/13/96

**ARTICLES OF INCORPORATION  
OF  
COMMUNITY DEVELOPMENT PARTNERS, INC.**

**FILED**  
- 96 NOV 12 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is COMMUNITY DEVELOPMENT PARTNERS, INC.

**ARTICLE II. 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 permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. TERMS**

This Corporation shall exist perpetually.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Beth S. Schick, Esquire  
538 East Washington Street  
Orlando, Florida 32801-1996

The Corporation's principle address and mailing address is 1289 Harmon Avenue, Winter Park, Florida 32789. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VI. BOARD OF DIRECTORS**

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

#### **ARTICLE VII. INITIAL DIRECTORS**

The name of the initial director(s) of this Corporation and her street address is:

Judith F. Kovisars, Ph.D.  
1289 Harmon Avenue  
Winter Park, Florida 32789

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor (s) is/are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE VIII. INCORPORATOR**

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

Beth S. Schick, Esquire  
538 East Washington Street  
Orlando, Florida 32801-1996

#### **ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a two-third (2/3) of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE X. RESTRICTIONS

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation unless such share of stock shall first have been offered for sale to the Corporation. The Corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. If the Corporation chooses not to exercise its right to purchase said shares, then it shall notify all shareholders of record of its decision within five (5) days of electing not to purchase the shares. Thereafter, any shareholder may, within thirty (30) days of the date of the Corporation giving notice, purchase such shares at a price equal to the book value thereof. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the Corporation.

## ARTICLE XI. OFFICERS

The officers of this Corporation and the names of said officers who are to serve until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President/Secretary/Treasurer	Judith F. Kovisars, Ph.D.

## ARTICLE XII. INDEMNIFICATION

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer, provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officers may be entitled.

## ARTICLES XIII. COMPENSATION

The compensation of the officers of this Corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the

directors are officers or employees of the Corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on 11/7/96, 1996.

Beth S. Schick  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared Beth S. Schick, Esquire to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on 11/7/, 1996.

Catherine C. Braungart  
Notary Public

My Commission Expires

Print:

Commission #



CATHERINE C. BRAUNGART  
State of Florida  
My Comm. Exp. Feb. 5, 1999  
Comm. # CC 437088

Internat\Articles.

ACCEPTANCE

FILED

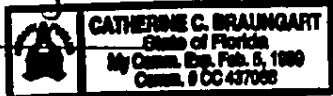
96 NOV 12 AM 11:36

I, Beth S. Schick, hereby accept the designation as Registered Agent for Service of Process upon Community Development Partners, Inc., desiring to organize under the laws of the State of Florida, with its registered office at 538 East Washington Street, Orlando, Florida 32801-1996, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.

Beth S. Schick  
Beth S. Schick

Sworn to before me this  
17th day of November 1996.

Catherine C. Braungart  
Notary Public



Print

My commission No. \_\_\_\_\_

My commission expires: \_\_\_\_\_

Internat\accept