



THE UNITED STATES  
CORPORATION  
COMPANY

P97000004581

ACCOUNT NO. : 072100000032

REFERENCE : 222830 4718535

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 15, 1997

ORDER TIME : 10:57 AM

ORDER NO. : 222830-005

CUSTOMER NO: 4718535

EFFECTIVE DATE

1-10-97

CUSTOMER: Mr. Gary K. Wilson  
PORTER WRIGHT MORRIS & ARTHUR

Suite 400  
4501 Tamiami Trail North  
Naples, FL 34103

700002059337--5  
-01/15/97--01082--008  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
97 JAN 15 AM 11:03  
SECRET  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: LUXURY HOMES AT MARSH  
LINKS, 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: Susana Romagosa

EXAMINER'S INITIALS:

RECEIVED  
97 JAN 15 PM 1:10  
DIVISION OF CORPORATION

KR  
1-16-97

ARTICLES OF INCORPORATION  
OF  
LUXURY HOMES AT MARSH LINKS, INC.

EFFECTIVE DATE  
1-10-97

FILED  
97 JAN 15 AM 11:03  
SECRET  
TALLAHASSEE, FLORIDA

ARTICLE I. Name and Initial Address

The name of this corporation is LUXURY HOMES AT MARSH LINKS, INC. and initial address of the corporation is 349 14th Avenue South, Naples, Florida 34102.

ARTICLE II. Duration

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. Capital Stock

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

### Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

### ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be Gary K. Wilson and the initial registered office of the corporation is 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

### ARTICLE VII. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE VIII. Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three

(3). The names and addresses of the initial directors of this corporation are:

Thomas H. Ouverson  
711 18th Avenue South  
Naples, Florida 34102

David A. Stone  
14323 S. Outer 40 Road  
Suite 120 South  
Town & County, MO 63017

David E. Smock  
c/o Naples Radiologists, P.A.  
1441 Ridge Street  
Naples, Florida 34103

ARTICLE IX. Incorporator

The name and address of the person signing these articles is:

Thomas H. Oувerson  
711 18th Avenue South  
Naples, Florida 34102

ARTICLE X. Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 10<sup>th</sup> day of January, 1997.



Thomas H. Oувerson  
711 18th Avenue South  
Naples, Florida 34102

State of Florida

County of Collier

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared THOMAS H. OUVPERSON, \_\_\_\_ who produced \_\_\_\_\_ identification or ☒ who is known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,  
in the state and county aforesaid, this 10<sup>th</sup> day of January, 1997.



Bethel Jane Nagy  
My Commission CC580683  
Expires Nov. 09, 2000

(NOTARY SEAL)

Bethel Jane Nagy  
Signature of Notary Public

BETHEL JANE NAGY

Name of Notary Public Typed

CC 580683

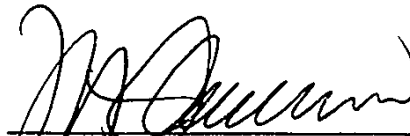
Serial or License Number of  
Notary Public

My Commission Expires: 11/09/2000

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that LUXURY HOMES AT MARSH LINKS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at City of Naples, County of Collier, State of Florida, has named GARY K. WILSON, located at 4501 Tamiami Trail North, Suite 400, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.

  
Thomas H. Ouverson

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
GARY K. WILSON, Resident Agent

NAPLES/58068 01

FILED  
97 JAN 15 AM 11:03  
TALLAHASSEE, FLORIDA