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ACCOUNT NO. : 072100000032

DIVISION OF CORPORATION  
81467A

REFERENCE : 334219

AUTHORIZATION :

*Patricia Pizguet*

COST LIMIT : \$ 122.50

ORDER DATE : April 17, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 334219-005

CUSTOMER NO: 81467A

CUSTOMER: Ms. Pam Nickel  
CHARLES F. WHEELER, P.A.

609 South Tamiami Trail

Venice, FL 34285

400002146324--1

DOMESTIC FILING

NAME: CHARLESTON PARK DEVELOPMENT  
CORPORATION

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: \_\_\_\_\_

FILED  
97 APR 17 PM 1:44  
TALLAHASSEE, FLORIDA  
STATE

APR 17 1997

ARTICLES OF INCORPORATION  
OF  
CHARLESTON PARK DEVELOPMENT CORPORATION

FILED  
97 APR 17 PM 1:44  
SLS  
TALLAHASSEE, FLORIDA

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a general corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended the "Act").

ARTICLE 1: NAME

The Name of the Corporation shall be:  
CHARLESTON PARK DEVELOPMENT CORPORATION

ARTICLE 2: DURATION

The date of commencement of corporate existence shall be the date the Articles of Incorporation are filed with the Secretary of State, and the period of duration of the corporation shall be perpetual.

ARTICLE 3: PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to engage in, conduct and carry on the business of owning, managing and operating a business , engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and to transact any or all other lawful business for which corporations may be incorporated under the Act, including qualifying for certain tax or retirement advantages available to

#### ARTICLE 4: STOCK

The corporation shall have authority to issue 10,000 shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

#### ARTICLE 5: PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issue of Shares for Other than Money or Property. Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the right of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of

**ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT**

The principal office address of the corporation is:

226 ST. JAMES PK., OSPREY, FL. 34229

The registered office address is 226 ST. JAMES PK., OSPREY, FL. 34229, and the name of the initial registered agent of the corporation at such address is: WILLIAM A. ROGERS.

**ARTICLE 7: DIRECTORS**

The initial Board of Directors shall consist of TWO member. The names of the persons who are to serve as directors until the first annual meeting of shareholders or until the successor is elected and qualified, or until the earlier resignation, removal from office or death, is as follows:

WILLIAM A ROGERS, and H.R. SUNQUIST, JR.

**ARTICLE 8: INCORPORATORS**

The name and address of the incorporator of this corporation is: WILLIAM A. ROGERS, 226 ST. JAMES PK., OSPREY, FL. 34229

**ARTICLE 9: PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION**

9.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

9.2 Bylaws. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and those

firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is an officer or director of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 15<sup>th</sup> day of APRIL, 1997.

  
WILLIAM A. ROGERS

  
H.R. SUNQUIST, JR.

STATE OF FLORIDA     )  
COUNTY OF SARASOTA    )

I, PAMELA S. NICKEL, the undersigned Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Florida, certify that WILLIAM A. ROGERS, being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts herein stated.

WITNESS my hand and official seal this 16 day of APRIL 1997.

My Commission Expires:



PAMELA S. NICKEL  
My Commission GC322719  
Expires Nov. 01, 1997  
Bonded by ANB  
800-852-5878

  
Notary Public

I, WILLIAM A. ROGERS, having been named as Registered Agent in the foregoing Articles of Incorporation, hereby simultaneously accept the appointment as Registered Agent.