

P97000054140

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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97 JUN 19 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bonita Walk, Inc.

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-06/19/97--01026--007
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✓ Art of Inc. File _____
LTD Partnership _____
Foreign Corp. File 600002216896--1
-06/19/97--01026--008
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L.C. File _____
Fictitious Name File _____
Name Reservation _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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DIVISION OF CORPORATIONS

JUN 19 1997

Signature _____

Requested by: CBB

Name, _____

Date 6-19

Time 933

Walk-In _____

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ARTICLES OF INCORPORATION
OF
BONITA WALK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE 1. NAME

The name of the corporation is BONITA WALK, INC.

ARTICLE 2. NATURE OF BUSINESS

This corporation is organized for the purpose of real estate development, and transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupies by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

ARTICLE 3. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand (7000) shares of single class, common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE 4. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 5. PRINCIPAL OFFICE & MAILING ADDRESS

The principal place of business of the corporation is at 995 Wedge Drive, Naples, Florida 34103. The mailing address of the corporation is at 995 Wedge Drive, Naples, Florida 34103. The Board of Directors may from time to time designate such other mailing address and principal place of business for the corporation as it may see fit.

ARTICLE 6. DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have four (4) directors initially.

ARTICLE 7. INITIAL DIRECTORS

The names and street addresses of the initial Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
L. Elizabeth Deane	995 Wedge Drive Naples, Florida 34103
Teenie Beley	P. O. Box 8 Bonita Springs, Florida 34133
Jennifer D. Deane	3300 Binnacle Drive, #E-3 Naples, Florida 34103
Russell S. Deane	5109 Mill Pond Road, #3135 Wesley Chapel, Florida 33543

ARTICLE 8. INCORPORATOR

The name and street address of the sole incorporator of these Articles of Incorporation is:

L. Elizabeth Deane

995 Wedge Drive
Naples, FL 34103

ARTICLE 9. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 995 Wedge Drive, Naples, FL 34103, and the name of the initial registered agent of this corporation is Elizabeth Deane.

ARTICLE 10. EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall upon the filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE 11. 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 12. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE 13. INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE 14. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

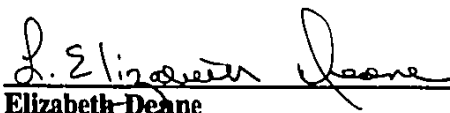
ARTICLE 15. AMENDMENT

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 Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 16. SHAREHOLDERS' AGREEMENTS

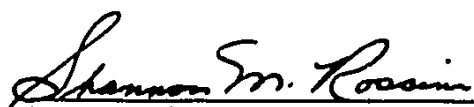
The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18th day of June, 1997.

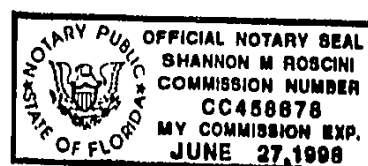

L. Elizabeth Deane
Incorporator

STATE OF FLORIDA :
COUNTY OF COLLIER : ss.:

The foregoing instrument was acknowledged before me this 18th day of June, 1997 by ELIZABETH DEANE, who is personally known to me or who provided a Florida Driver's License as identification and who acknowledged to and before me that she executed the instrument for the purposes therein expressed.


Notary Public


My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BONITA WALK, INC., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 18th day of June, 1997.


L. Elizabeth Deane
Registered Agent

K:Deane/Articles

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