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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 480046 81523A

AUTHORIZATION :

Patricia Poynt

COST LIMIT : \$ 122.50

ORDER DATE : July 30, 1997

ORDER TIME : 12:25 PM

ORDER NO. : 480046-005

CUSTOMER NO: 81523A

CUSTOMER: Daniel L. Decubellis, Esq
MATHEWS RAILEY DECUBELLIS &
GOODWIN
Suite 801, Firststate Tower
255 South Orange Avenue
Orlando, FL 32801

500002253165--6

DOMESTIC FILING

NAME: HIGH MEADOWS, 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: Carina L. Dunlap

EXAMINER'S INITIALS: _____

FILED
97 JUL 30 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 30 PM 1:55

**ARTICLES OF INCORPORATION
OF
HIGH MEADOWS, INC.**

FILED

97 JUL 30 PM 3:03

SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11/13/01 BY 10436

The undersigned incorporator, being Jimmie D. Williams, competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

HIGH MEADOWS, INC.

ARTICLE II - Purpose

The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the activity of acting as a general partner of a Florida limited partnership known as Martin & High Meadows, Ltd. (the "Partnership") whose purpose is to acquire from Jeffrey J. Evans and Christine Evans certain parcels of real property, together with all improvements located thereon, in the County of Martin, State of Florida (the "Property") and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property. The Corporation shall exercise all powers enumerated in the Florida Business Corporation Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE III - Certain Prohibited Activities

The Corporation shall only incur or cause the Partnership to incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on any of the Property, the Corporation shall not and shall not cause the Partnership to incur, assume, or guaranty any other indebtedness. For so long as the Partnership remains mortgagor of the Property, the Corporation shall not cause the Partnership to dissolve. The Corporation shall not and shall not cause the Partnership to consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Corporation or Partnership) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the Property and assets of the Corporation or Partnership substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article III and in Article V, and (c) shall expressly assume the due and punctual performance of the Corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party

shall have been committed by this Corporation or the Partnership and be continuing. For so long as a mortgage lien exists on any of the Properties, the Corporation shall not voluntarily commence a case with respect to itself or cause the Partnership to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on any of the Property, no material amendment to this certificate of incorporation or to the corporation's By-Laws nor to the partnership agreement or Certificate of the Partnership may be made without first obtaining approval of the mortgagee holding a first mortgage or any of the Property.

ARTICLE IV - Indemnification

Any indemnification of the officers and directors of the Corporation shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

ARTICLE V - Single Purpose Entity

For so long as any mortgage lien exists on any of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of any parent and any affiliate and shall allocate fairly and reasonably any overhead for share office space.
2. It shall maintain separate corporate records and books of account from those of any parent and any affiliate.
3. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.
4. It shall not commingle assets with those of any parent and any affiliate.
5. It shall conduct its own business in its own name.

6. It shall maintain financial statements separate from any parent and any affiliate.

7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any parent or any affiliate.

8. It shall maintain an arm's length relationship with any parent and any affiliate.

9. It shall not guarantee or become obligated for the debts or any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.

10. It shall use stationery, invoices and checks separate from any parent and any affiliate.

11. It shall not pledge its assets for the benefit of any other entity, including any parent and any affiliate.

12. It shall hold itself out as an entity separate from any parent and any affiliate.

For purpose of this Article V, the following terms shall have the following meanings:

"Affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, any parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, any parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"Parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the Corporation.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government of any agency or political subdivisions.

ARTICLE VI - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE VII - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of the filing of these Articles of Incorporation, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VIII - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 705 East Oak Street, Suite "E", Kissimmee, Florida 34744 and the name of the initial registered agent of this Corporation at that address is Jimmie D. Williams. The corporate principal office and mailing address is 705 East Oak Street, Suite "E", Kissimmee, Florida 34744.

ARTICLE IX Directors

A. The initial number of Directors of this Corporation shall be three (3).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.

E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Jimmie D. Williams	705 E. Oak St. Suite "E" Kissimmee, Florida 34744
Richard A. Gumpert	1216 N. Tustin St. Orange, CA 92867
Jo Marie Hemphill	26 N. Bermuda Ave. Kissimmee, FL 34741

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE X - Incorporators

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

<u>Name</u>	<u>Street Address</u>
Jimmie D. Williams	705 E. Oak St. Suite "E" Kissimmee, FL 34744

ARTICLE XI - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE XII - Amendment to Articles

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 the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of July, 1997.


Jimmie D. Williams

STATE OF FLORIDA

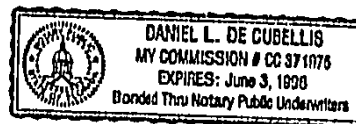
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27 day of July, 1997, by Jimmie D. Williams, who is personally known to me or who produced PERSONALLY KNOWN as identification and who did not take an oath.

NOTARY PUBLIC:

Sign: 

Print: DANIEL L. DECUBELLIS



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby state that I am familiar with the duties, obligations and responsibilities as a Registered Agent under Florida law, and I hereby accept the duties and responsibilities as Registered Agent for HIGH MEADOWS, INC.


Jimmie D. Williams

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97 JUL 30 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA