

HERITAGE OAKS REALTY, INC.

P970000067886

July 22, 1997

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32304

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****122.50 ****122.50

To Whom It May Concern:

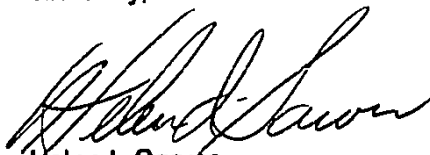
I would like to form a Florida Corporation. Enclosed are my Articles of Incorporation. Also enclosed is my check in the amount of \$122.50 as follows:

\$ 70.00 Filing Fees/Registered Agent
\$ 52.50 Certified Copy
\$122.50

If you require any additional information, please advise.

Thank you.

Sincerely,



Helen I. Sarver
President/Director

HIS/jo

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RP
8-6-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1997

HELEN I. SARVER
10060 AMBERWOOD ROAD UNIT 3
FORT MYERS, FL 33913

SUBJECT: HERITAGE OAKS REALTLY, INC.
Ref. Number: W97000017392

We have received your document for HERITAGE OAKS REALTLY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name, you must obtain their release.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 197A00038097

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
HERITAGE OAKS GOLF & COUNTRY CLUB REALTY, INC.**

We, the undersigned, for the purpose of forming a corporation and pursuant to the laws of the State of Florida, and any amendments thereof, do hereby associate ourselves as a body corporate and adopt the following Certificate of Incorporation.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be HERITAGE OAKS GOLF & COUNTRY CLUB REALTY, INC.

ARTICLE II

CORPORATE ADDRESS

The principal office and mailing address for HERITAGE OAKS GOLF & COUNTRY CLUB REALTY, INC. shall be 10060 Amberwood Road, Unit 3, Fort Myers, Florida 33913

ARTICLE III

NATURE OF BUSINESS

- a) As principal, agent or broker, and on commission or otherwise, to buy, sell, exchange, lease, let, grant or take licenses in respect of, improve, develop, repair, manage, maintain and operate real property of every kind, to act as loan broker, and generally do everything suitable, proper and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments, trust, insurance, surety, express railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, a mutual fire insurance association, state fair or exposition.
- b) To manufacture, purchase or otherwise acquire and to own and mortgage, pledge, sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise and other personal and real property of every class and description whatsoever, except that the corporation will not conduct a banking operation, safe deposit trust, insurance, insurety, express railroad,

for sound financing of their business operations and for their growth, expansion, and modernization.

- d) To do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such securities or evidences of interest therein.
- e) To buy or otherwise acquire, own, hold, manage, and control real and personal property of every description, including its own stock in any other corporation, and to sell and convey, encumber, and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said corporation, construct, reconstruct, or purchase, either directly or through ownership of stock in any other corporation, any lands, residences, buildings or other property of the corporation, or any part thereof.
- f) To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses, and all kinds of property of every nature whatsoever.
- g) To buy, sell, manufacture, repair, alter and exchange, let or hire, and deal in all kinds of articles and things which may be required for the purposes of the business, all commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- h) To acquire by purchase, subscription, or otherwise and to hold for investment and to own, hold, sell, vote and handle shares of stock of other corporations.
- i) To guarantee, to acquire by purchase, subscription, or otherwise, and hold for investment or otherwise, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness guaranteed by any other corporation, or corporations of the State of Florida, or any other state or government, domestic or foreign, and while the owner of any such bonds, stocks, securities, or evidences of indebtedness, or to exercise all powers and rights and to aid by a loan, subsidy, guarantee, or in any manner whatsoever insofar as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities, or other obligations are, or may be in any manner and at the time owned, held, or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement, or enhancement in value of any such stocks, bonds, securities, or other obligations, and to all and any such acts or

- k) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments, or other bodies.
- l) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage, or otherwise dispose of letters, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, or pending applications therefor, relating to or useful in connection with any business of the corporation may have an interest as a stockholder or otherwise.
- m) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises, all for any lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at a specified event or events, secured and unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the objects of its business, to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge; or other lien upon any or all of the property, rights, privileges, or franchises of the corporation wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the corporation, now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any and/or all debentures or other bonds, notes, or other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.
- n) To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects, or the furtherance of any of the powers enumerated in this Certificate of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise, and to , in general, either alone or in association with other corporations, associations, firms, individuals; to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects, or the accomplishment of the purposes or objects of the corporation, whether or not such business is similar to the purposes and objects set forth in this Certificate of Incorporation, or Amendment thereof. The forgoing paragraphs shall be construed as enumerating both objects and powers of the corporation and it is hereby expressly provided that the foregoing enumeration of

ARTICLE IV

CAPITAL STOCK

The amount of the total authorized capital stock of this corporation shall be One Thousand (1,000) shares of common stock with par value of One Dollar (\$1.00)

The whole or any part of the capital stock of said corporation shall be payable in lawful money of the United States of America or property, labor, or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE V

AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount of the capital with which the corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE VI

CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE

The registered office of said corporation shall be 10060 Amberwood Road, Unit 3, Fort Myers, Florida 33913. The registered agent of said corporation shall be Helen I. Sarver, and her address shall be the same as that of the registered office set forth above.

ARTICLE VIII

NUMBER OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors constituting of two members. The number of directors may be increased or diminished from time to time by by-laws of the corporation adopted by the stockholders but shall never be less than one (1). The directors of said corporation need not be shareholders.

ARTICLE IX

DIRECTORS

The name and post office address of the Board of Directors of the corporation who, subject to the provisions of the Certificate of Incorporation and by-laws, and general corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualify, are as follows:

PRESIDENT/DIRECTOR

Helen I. Sarver
9232 Pineapple Road
Fort Myers, FL 33912

SEC/TREAS/DIRECTOR

David C. Smith
18441 Lee Road
Fort Myers, FL 33912

ARTICLE X

NAMES AND POST OFFICE ADDRESSES OF SUBSCRIBERS

The names and addresses of each subscriber to the Certificate of Incorporation are::

Helen I. Sarver
10060 Amberwood Road, Unit 3
Fort Myers, Florida 33913

ARTICLE XI

The original incorporators of the corporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock as set forth in Article X hereof to any other person or to firms and corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida and the execution of the necessary instruments of said assignment.

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 meeting by a vote of a majority of the stockholders owning stock issued and outstanding at that time.

In case of a vacancy on the Board of Directors through death, resignation, disqualification, or other cause such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the stockholders possessing stock issued and outstanding at the time such vacancy is created. This election will be accomplished by the calling of a special stockholders' meeting, subject to such vacancy.

In furtherance of, and not in limitation to, the powers conferred by statute, the Board of Directors is expressly authorized:

- a) To make, alter, amend, or repeal the by-laws of the corporation, subject to the by-laws if any, adopted by the stockholders.
- b) From time to time, to determine whether and to what extent, and to what times and place, and to what conditions and regulations, the acts and books of the corporation (other than the stock ledger) or any of them, shall be open to inspection of the stockholders, and no stockholder shall have the rights of inspecting any account, book or document of the corporation, except as conferred by Statute, unless authorized by resolution of the stockholders of directors.

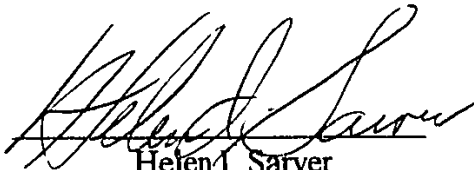
The corporation may at any meeting of the Board of Directors, sell, lease or exchange all of its property and assets, including its good will, and its corporate franchise or any property and assets essential to its corporation business securities of any other corporation or corporations, or for such other consideration as its Board of Directors may deem expedient, and for the best interest of the corporation when and as authorized by the affirmative vote of at least two-thirds of the stockholders possessing stock, issued and outstanding, at such time.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings either within or without the State of Florida, to have one or more offices, and to keep the books of the corporation, subject to the provisions of the laws of the State of Florida, at such place as may from time to time, be designated by the Board of Directors.

No contract, or other transaction between the corporation or any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is, or are interested in, or is a director or officer or are directors or officers, of such other corporation, and any director or officer individually or jointly, may be a party to, or are parties to, or may be interested in such other contract or transaction of the corporation, or in which the corporation is interested, and no contract, account or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud will be effected or invalidated by the fact that any director or directors of the corporation shall be a party or are parties

Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary of controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Fort Myers, Lee County, Florida, for the purpose aforesaid, on this 22nd day of July, 1997.



Helen I. Sarver

STATE OF FLORIDA

COUNTY OF LEE


I HEREBY CERTIFY that on this day, before me, a Notary Public authorized to take acknowledgments in the State and County named above, personally appeared HELEN I. SARVER, to me well known and known to me to be the subscriber described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal this 22nd day of July, 1997.


Notary Public, State of Florida
At large

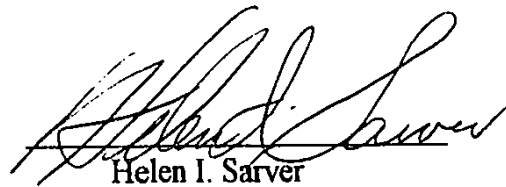
My commission expires:

DAVID C. SMITH
My Comm Exp. 6/17/2001
Bonded By Service Inc
No. C06322400
1) Personally Known 1) Other LD



ACKNOWLEDGMENT

Having been named as Registered Agent for the above named corporation, at the place designated in this Certificate, I hereby accept the act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Helen I. Sarver

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