P97000084158

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 546468 81879A

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : $ 122.50

ORDER DATE : September 29, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 546468-005

CUSTOMER NO: 81879A

500002306595--1

CUSTOMER: Regina Gutierrez, Legal Asst
TIMOTHY J. CONNER & ASSOCIATES

Suite 110
1 Florida Park Drive, North
Palm Coast, FL 32137

FILED
97 SEP 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SUNRISE VILLAS HOLDING COMPANY, 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: Deborah Schroder

EXAMINER'S INITIALS: ______

RECEIVED
97 SEP 29 PM 2:00
DIVISION OF CORPORATIONS

SN SEP 29 1997

4

FILED
97 SEP 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>ARTICLES OF INCORPORATION</u>

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. <u>**NAME AND ADDRESS OF CORPORATION**</u>: The name of this corporation is: **SUNRISE VILLAS HOLDING COMPANY, INC.** The mailing address of the corporation is 1 Florida Park Drive, North, Suite 230, Palm Coast, Florida 32137.

2. <u>**DURATION**</u>: The period of its duration is perpetual.

3. <u>**PURPOSE**</u>: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. <u>**CAPITAL STOCK**</u>: The corporation is authorized to issue 5,000 shares of stock, all of one class, at One Dollar ($1.00) par value.

5. <u>**INITIAL REGISTERED OFFICE AND AGENT**</u>: The name and address of the initial registered agent and office of this corporation is as follows:

TIMOTHY J. CONNER, ATTORNEY
1 Florida Park Drive, North, Suite 110
Palm Coast, Florida 32137

6. <u>**INITIAL BOARD OF DIRECTORS**</u>: This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1) director.

The name and address of the initial directors of this corporation are:

PETER BOLLHALDER
1 Florida Park Drive, North, Suite 230
Palm Coast, Florida 32137

ERNST AMMANN
1 Florida Park Drive, North, Suite 230
Palm Coast, Florida 32137

HEINZ LUTHI
1 Florida Park Drive, North, Suite 230
Palm Coast, Florida 32137

7. <u>**INCORPORATOR**</u>: The name and address of the Incorporator

signing these Articles of Incorporation is:

TIMOTHY J. CONNER, ATTORNEY
1 Florida Park Drive, North, Suite 110
Palm Coast, Florida 32137

8. **AMENDMENT OF ARTICLES**: 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.

9. **MEETINGS BY CONFERENCE TELEPHONE**: Members of the Board of Directors may participate in all regular and special meetings of the Board of Directors by means of Conference Telephone or similar communications equipment as provided by law.

10. **INDEMNIFICATION**: The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner provided for in the by-laws of this corporation.

11. **REMOVAL OF DIRECTORS**: At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of 75% of the shares then entitled to vote at an election of directors.

12. **INFORMAL ACTION OF DIRECTORS**: If all the directors severally, or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of September, 1997.

Timothy J. Conner,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.

Timothy J. Conner,
Registered Agent

STATE OF FLORIDA } SS:
COUNTY OF FLAGLER }

The foregoing instrument was acknowledged before me this 26th day of September, 1997, by **Timothy J. Conner**, who is personally known to me or who has produced ______________________________ ______________________ as identification and who did/did not take an oath.

FILED
97 SEP 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Regina Gutierrez
NOTARY PUBLIC

My Commission Expires:

Regina Gutierrez
My Commission CC645314
Expires May 08, 2001

corp-for.mo\nunvilho.art