

P97000084382

BRATTLOF PROPERTIES, INC.
7 Florida Park Drive
Palm Coast, Florida 32137

September 25, 1997

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Sirs:

Enclosed please find one original and one copy of the Articles of Incorporation of BRATTLOF PROPERTIES, INC., along with the filing fee in the amount of \$122.50. Please return one copy acknowledging receipt of the information included.

Should you have any further questions, please feel free to contact me.

Sincerely,

Joan M. Brattlof

Joan M. Brattlof

FILED
97 SEP 29 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BRATTLOF PROPERTIES, INC.

STATE OF FLORIDA
COUNTY OF FLAGLER

FILED
97 SEP 29 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned natural persons of the age of twenty-one (21) years or more and a citizen of the State of Florida, hereby apply for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, duties and immunities of a corporation for profit, under and pursuant to these ARTICLES OF INCORPORATION.

ARTICLE I

NAME AND ADDRESS: The name of this corporation shall be BRATTLOF PROPERTIES, INC., and the principal office shall be located at 7 Florida Park Drive, Palm Coast, Florida 32137.

ARTICLE II

PURPOSES: The nature of the business and the purpose or purposes for which this corporation are formed are as follows, to-wit:

1. To engage in real estate development.
2. To do everything necessary, proper and advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental thereto or connected therewith which are not forbidden by Florida Statutes or any other law.
3. To transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists, or may hereafter be amended.

ARTICLE III

CAPITAL STOCK: The total number of shares of capital stock which may be issued by this corporation is one hundred (100) shares of no par value common stock which shall be designated as "Common Shares" and which shall be fully paid and non-assessable.

ARTICLE IV

DURATION: This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE V

PRE-EMPTIVE RIGHT: Every shareholder, upon sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation is: 7 Florida Park Drive, Palm Coast, Florida 32137, and the name of the initial registered agent of this corporation at that address is Joan M. Brattlof.

ARTICLE VII

INCORPORATORS: The names and addresses of the incorporators are as follows, to-wit:

Joan M. Brattlof
7 Florida Park Drive
Palm Coast, Florida 32137

ARTICLE VIII

BOARD OF DIRECTORS: The initial Board of Directors shall consist of the incorporators. The number of Directors may be increased or decreased from time to time by the by-laws, provided, however, that there shall never be less than one (1) Director nor more than seven (7).

ARTICLE IX

INITIAL OFFICERS: The initial officers shall be as follows:

President:	Joan M. Brattlof, 7 Florida Park Drive, Palm Coast, Florida 32137
Vice President:	Herbert C. Brattlof, 7 Florida Park Drive, Palm Coast, Florida 32137
Secretary	Leslie B. Thornhill, 7 Florida Park Drive, Palm Coast, Florida 32137
Treasurer	Nancy L. Gardner, 7 Florida Park Drive, Palm Coast, Florida 32137

ARTICLE X

1. VOTING: Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, her or its name, at any and all meetings of the Stockholders of this Corporation, and said stock may be voted by the Stockholders of record, either in person or by proxy.

2. MANAGEMENT: The business and affairs of the Corporation shall be under the management and control of the Board of Directors.

3. AMENDMENTS: The Corporation reserves the right to amend, alter, modify, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the Officers and Shareholders of the Corporation are granted subject to this reservation.

4. SUBORDINATION: All other provisions of the Articles of Incorporation and By-Laws shall be subordinate to the provisions of this ARTICLE.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 26 day of Sept, 1997.

Joan M. Brattlof
Joan M. Brattlof
President

STATE OF FLORIDA
COUNTY OF FLAGLER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joan M. Brattlof, known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 26th day of September, 1997.



ANDREA G. GRANCHELLI
My Comm Exp. 8/18/00
Bonded By Service Inc
No. CC00173
X Personally Used 1100P.L.S.

Andrea G. Granchelli
Notary Public:
My commission expires:

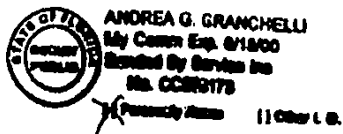
ACCEPTANCE OF DUTIES AS REGISTERED AGENT

I, the undersigned, having been named to accept service of process for the above corporation at the place indicated in the foregoing Articles of Incorporation, do hereby agree to act in said capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

Joan M. Brattlof
Joan M. Brattlof

19 97 (alt) SWORN TO AND SUBSCRIBED before me this 26th day of September

Andrea G. Granchelli
Notary Public
My commission expires:



FILED
97 SEP 29 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA