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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 688403 11056A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 30, 1998

ORDER TIME : 1:02 PM

ORDER NO. : 688403-005

CUSTOMER NO: 11056A

CUSTOMER: Thomas F. Rizzo, Esq
THOMAS F. RIZZO, ESQ

Suite J-2
2340 Periwinkle Way
Sanibel Island, FL 33957

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****122.50 ****122.50

DOMESTIC FILING

NAME: BUTTONWOOD COTTAGES, 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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
98 JAN 30 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 30 PM 2:04
DIVISION OF CORPORATION

Dmp
2/2/98

**Thomas F. Rizzo, LL.M.
Attorney At Law**

FILED

98 JAN 30 AM 9:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 29, 1998

Secretary Of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles Of Incorporation
For BUTTONWOOD COTTAGES, INC.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for BUTTONWOOD Cottages, INC. and a check in the amount \$122.50 representing the filing fees for same.

Please conform the copy and return the same to my office in the return envelope provided.

Thank you for your assistance.

Sincerely yours,

Thomas F. Rizzo LAR.

Thomas F. Rizzo, LL.M.

TFR/lar
Enclosures

ARTICLES OF INCORPORATION
OF
BUTTONWOOD COTTAGES, INC.

FILED

98 JAN 30 AM 9:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: BUTTONWOOD COTTAGES, INC. The address of the principal office of this corporation shall be: 572 Kinzie Island Court, Sanibel Island, Florida, 33957 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1,000) shares of stock with a par value of One Dollar (\$1.00).

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: 572 Kinzie Island Court, Sanibel Island, Florida 33957, and the name of the initial registered agent of the corporation is: Lynn D. Carrington whose address is the same.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Lynn D. Carrington
572 Kinzie Island Court
Sanibel Island, FL 33957

Edward V. Carrington
572 Kinzie Island Court
Sanibel Island, FL 33957

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Lynn D. Carrington
572 Kinzie Island Court,
Sanibel Island, FL 33957

President
Treasurer
Secretary

Edward v. Carrington
572 Kinzie Island Court,
Sanibel Island, FL 33957


Vice President

ARTICLE X. INCORPORATOR

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

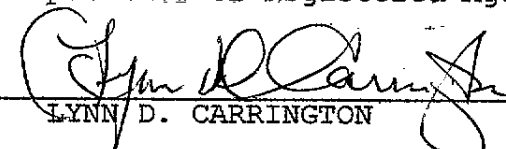
Lynn D. Carrington
572 Kinzie Island Court,
Sanibel Island, FL 33957

IN WITNESS WHEREOF, the undersigned incorporator of BUTTONWOOD COTTAGES, INC. has hereunto set his hand and seal this 29th day of Jan., 1998.


LYNN D. CARRINGTON

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

EDWARD CARRINGTON, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent.


LYNN D. CARRINGTON

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98 JAN 30 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA