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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Coquina Crossings Development Inc II

☐ Walk In

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☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

# RUSH

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

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TALLAHASSEE, FL 32301

☐ Certificate of FICTITIOUS NAME

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
COQUINA CROSSING DEVELOPMENT FUND II, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of the corporation is Coquina Crossing Development Fund II, Inc.

**ARTICLE II  
Principal Office**

The principal office and mailing address of the corporation shall be 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257.

**ARTICLE III  
Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE IV  
Nature of Business**

This corporation is organized for the purpose of investing in and making loans to VCP-Coquina Crossing, Ltd., a Florida limited partnership, its successors and assigns, and the real estate project commonly known as Coquina Crossing located in St. Johns County, Florida, and transacting any or all lawful business associated therewith.

**ARTICLE V  
Capital Stock**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is eight hundred thousand (800,000) shares of common stock having a par value of \$0.01 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

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(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

#### **ARTICLE VI** **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257, and the name of the initial registered agent of this corporation at that address is Mark T. Farrell.

#### **ARTICLE VII** **Directors**

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the sole member of the first board of directors of the corporation is:

John D. Rood  
3030 Hartley Road, Suite 100  
Jacksonville, Florida 32257

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### **ARTICLE VIII** **Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX**  
**Incorporator**

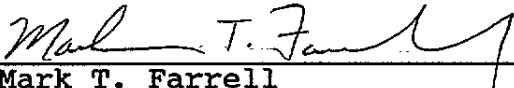
The name and street address of the incorporator of this corporation is:

Mark T. Farrell  
3030 Hartley Road, Suite 100  
Jacksonville, Florida 32257

**ARTICLE X**  
**Amendment**



This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles as of the 24th day of February, 1998.

  
\_\_\_\_\_  
Mark T. Farrell

STATE OF FLORIDA       }  
                                  }SS  
COUNTY OF DUVAL       }

The foregoing instrument was acknowledged before me this 24th day of February, 1998, by Mark T. Farrell.

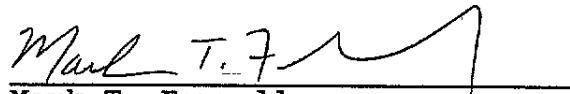
  
(Print Name Karen K. Matthews)  
NOTARY PUBLIC  
State of Florida at Large  
Commission # \_\_\_\_\_  
My Commission Expires  Karen K. Matthews  
My Commission CC638177  
Expires April 13, 2001  
Personally known ✓  
or Produced I.D. \_\_\_\_\_  
[check one of the above]

Type of Identification Produced  
\_\_\_\_\_

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

COQUINA CROSSING DEVELOPMENT FUND II, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS  
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF  
FLORIDA, HAS NAMED MARK T. FARRELL, LOCATED AT 3030 HARTLEY ROAD,  
SUITE 100, JACKSONVILLE, FLORIDA 32257, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

  
Mark T. Farrell

Dated: February 24, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
Mark T. Farrell

Dated: February 24, 1998

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