

# LEASURE, GARGANO, MARCHEWKA & HEIDKAMP

A Partnership of Professional Associations  
Attorneys and Counselors at Law

Leasure, Gargano & Marchewka, P.A.

Jeffrey W. Leasure  
Anthony J. Gargano  
Richard M. Marchewka +  
Thomas S. Heidkamp, P.A.  
Thomas S. Heidkamp

Telephone (941) 275-7515  
Telecopier (941) 275-6856

+Also Admitted in Louisiana  
+ Florida Certified Mediator

1520 Royal Palm Sq. Blvd., Suite 260  
Fort Myers, Florida 33919

Reply To:  
Post Office Box 61169  
Fort Myers, FL 33906-1169

March 20, 1998

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Secretary of State  
Division of Corporations  
Post Office Box 6237  
Tallahassee, Florida 32314

RE: ARTICLES OF INCORPORATION FOR  
WORTHINGTON COMMUNITIES OF ARLINGTON, INC.

Dear Sir:

Enclosed please find one original and one (1) copy of the Articles of Incorporation of **Worthington Communities of Arlington, Inc.** I am also enclosing a check made payable to the Secretary of State in payment of your required fees as follows:

Filing Fee:	\$35.00
Registered Agent Filing Fee:	35.00
Certified Copy Fee:	<u>52.50</u>

TOTAL: \$122.50

After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance in connection with this matter.

Sincerely,

LEASURE, GARGANO & MARCHEWKA, P.A.

*Anthony J. Gargano*

Anthony J. Gargano

AJG/dc  
Enclosures  
cc: client

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 23 AM 11:09

D. BROWN MAR 24 1998

**ARTICLES OF INCORPORATION**

**OF**

**WORTHINGTON COMMUNITIES OF ARLINGTON, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 23 AM 11:09

Pursuant to Section 607.0202, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE 1: NAME**

The name of the corporation is WORTHINGTON COMMUNITIES OF ARLINGTON, INC.

**ARTICLE 2: DURATION**

The duration of the corporation is perpetual.

**ARTICLE 3: PURPOSE**

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**ARTICLE 4: CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is 7,500 shares of common stock. Those shares shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE 5: PRINCIPAL OFFICE**

The principal office of the corporation is 17380 Winkler Road, Fort Myers, Florida 33908 and the mailing address for the corporation is 17380 Winkler Road, Fort Myers, Florida 33908.

#### **ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2075 West First Street, Suite 203, Fort Myers, Florida 33901 and the name of its registered agent at that address is Anthony J. Gargano.

#### **ARTICLE 7: INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is five (5). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be fewer than one (10). The name and address of each initial director of the corporation is as follows:

Jeff Darragh  
17380 Winkler Road  
Ft. Myers, FL 33908

John Gnagey  
17380 Winkler Road  
Ft. Myers, FL 33908

Glenn W. Liebert  
17380 Winkler Road  
Ft. Myers, FL 33908

Larry E. Wilson  
17380 Winkler Road  
Ft. Myers, FL 33908

Deborah Liebert Karl  
17380 Winkler Road  
Ft. Myers, FL 33908

#### **ARTICLE 8: INCORPORATOR**

The name and address of the incorporator is as follows:

Jeff Darragh  
17380 Winkler Road  
Ft. Myers, FL 33908

#### **ARTICLE 9: AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE 10: INDEMNIFICATION**

The corporation shall indemnify each officer, director, incorporator and registered agent including former officers, directors, incorporators and registered agents to the full extent permitted by law.

#### **ARTICLE 11: BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

## **ARTICLE 12: COMMENCEMENT OF CORPORATION EXISTENCE**

In accordance with Section 607.01401, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

## **ARTICLE 13: SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the shareholders.

## **ARTICLE 14: DIRECTOR QUORUM AND VOTING**

A majority of the directors of the corporation shall constitute a quorum at a meeting of the directors. If a quorum is present, the affirmative vote of a majority of all the directors of the corporation shall be an act of the Board of Directors.

## **ARTICLE 15: DIVIDENDS**

Dividends may be paid to the shareholders.

## **ARTICLE 16: INFORMAL SHAREHOLDER ACTION**

Any action of the shareholders may be taken without a meeting, if consent in writing, setting forth the action so taken signed by all of the persons who are entitled to vote on such action at a meeting, is filed with the secretary of the corporation as part of the corporate records.

## **ARTICLE 17: INFORMAL DIRECTOR ACTION**

Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken signed by all of the persons who are entitled to vote on that action at a meeting is filed with the secretary of the corporation as part of the corporate records.

## **ARTICLE 18: SHAREHOLDER AGREEMENT**

The shareholders or subscribers to stock of this corporation shall be authorized to enter into any agreement between themselves and with the corporation abridging, limiting, restricting or changing the rights or interests of any one or more of the shareholders or subscribers of stock to sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the corporation any and all of the shares of the corporation. A copy of the agreement shall be filed with the corporation and each certificate representing share(s) of stock shall state that it is subject to the terms of the agreement and the stock shall not

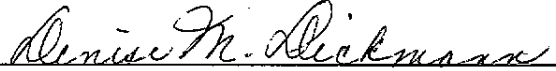
thereafter be transferred on the books of the corporation except in accordance with the terms and conditions of the agreement.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on this 19<sup>th</sup> day of March, 1998.

  
Jeff Darragh

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of March, 1998 by Jeff Darragh, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
Notary Public

DENISE M. DICKMANN  
(Typed name)

My commission expires:



Denise M. Dickmann  
MY COMMISSION # CC590327 EXPIRES  
October 2, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 23 AM 11:09


Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is WORTHINGTON COMMUNITIES OF ARLINGTON, INC.
2. The name of the registered agent is Anthony J. Gargano. The address of the registered agent and office is 2075 West First Street, Suite 203, Fort Myers, FL 33901.

  
\_\_\_\_\_  
Jeff Darragh, Incorporator

March 19, 1998  
\_\_\_\_\_  
Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR WORTHINGTON COMMUNITIES OF ARLINGTON, INC., 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
\_\_\_\_\_  
Anthony J. Gargano, as Registered Agent

3/20/98  
\_\_\_\_\_  
Date