

P98000030318

Thorpe Earley  
201 S. Orange Ave, St 890  
Orlando, FL 32801

March 25, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/30/98--01106--003  
\*\*\*\*122.50 \*\*\*\*122.50

Subject: Wintermere Harbor Limited, Inc.

Dear Sir/Madame:

Enclosed please find an original and one copy of the articles of incorporation for Wintermere Harbor Limited, Inc. and a check for \$122.50. If you have any questions please contact me at the address noted above or (407) 422-0498.

Sincerely,



Thorpe Earley

**FILED**  
98 MAR 30 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC  
4-2-98

ARTICLES OF INCORPORATION  
OF  
WINTERMERE HARBOR LIMITED, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1 - NAME

The name of this corporation shall be: Wintermere Harbor Limited, Inc.

The principal office and mailing address of this corporation shall be:

201 S. Orange Avenue, Suite 890  
Orlando, Fl 32801

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TALLAHASSEE, FLORIDA

ARTICLE 2 - PURPOSES

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including, but not limited to real estate development services.

ARTICLE 3 - GENERAL POWERS

The corporation shall have all power to conduct its business, locate offices, and exercise the powers granted by law within the powers within or without this state.

ARTICLE 4 - CAPITAL STOCK

A)The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$.10 per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

B)In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE 5 - INDEMNIFICATION BY COURT ORDER

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors, of the Board of Directors.

## ARTICLE 6 - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Thorpe Earley, 201 S. Orange Avenue, Suite 890, Orlando, Fl 32801. The corporation may change its registered office or registered agent or both by filing a statement of such with the Department of State of the State of Florida.

## ARTICLE 7 - INITIAL STOCKHOLDERS

The number of initial stockholders of the corporation shall be three, and the name and address and number of shares to be issued are as follows:

Thorpe Earley, 201 S. Orange Avenue, Suite 890, Orlando, Fl 32801, 400 shares  
Hubert Earley, 201 S. Orange Avenue, Suite 890, Orlando, Fl 32801, 500 shares  
Clay Earley, 201 S. Orange Avenue, Suite 890, Orlando, Fl 32801, 100 shares

## ARTICLE 8 - INCORPORATORS

The name and address of the incorporators of this corporation are as follows:

Thorpe Earley, 201 S. Orange Avenue, Suite 890, Orlando, Fl 32801, 400 shares  
Hubert Earley, 201 S. Orange Avenue, Suite 890, Orlando, Fl 32801, 500 shares  
Clay Earley, 201 S. Orange Avenue, Suite 890, Orlando, Fl 32801, 100 shares.

## ARTICLE 9 - DIRECTORS

The Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time as stated in the By-Laws, but shall never be less than one.

The name and street address of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Thorpe Earley, 201 S. Orange Avenue, Suite 890, Orlando, Fl 32801

Hubert Earley, 201 S. Orange Avenue, Suite 890, Orlando, Fl 32801

Clay Earley, 201 S. Orange Avenue, Suite 890, Orlando, Fl 32801


#### ARTICLE 10 - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing. The corporation shall have perpetual existence.

#### ARTICLE 11 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, have executed these articles of incorporation for the uses and purposes therein stated on March 23, 1998.

  
\_\_\_\_\_  
Thorpe Earley

**FILED**

**98 MAR 30 AM 9:56**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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

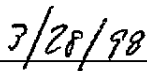
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the Corporation is Wintermere Harbor Limited, Inc.
- 2) The name and address of the registered agent and office is:

Thorpe Earley  
201 S. Orange Avenue, Suite 890  
Orlando, Fl 32801

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Thorpe Earley

  
\_\_\_\_\_  
Date