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Avery, Whigham & Winesett, P.A.
Attorneys at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 PM 3:20

Richard W. Winesett
Dwight A. Whigham
Dennis L. Avery
Robert A. Winesett
James M. Costello
John L. Pilarski

Corner of First and Hendry Streets
2248 First Street
Fort Myers, Florida 33901

Post Office Box 610
Fort Myers FL 33902-0610
FAX (941)334-6258
Phone (941)334-7040

May 9, 1998

Division of Corporations
Attention: Domestic Charter Section
409 East Gaines Street
Tallahassee, Florida 32301

200002554642--3
-06/10/98--01044--026
****122.50 ****122.50

EFFECTIVE DATE
6-9-98

Re: VIP DEVELOPMENT GROUP, INC.; Articles of Incorporation

Dear Section Personnel:

Please find enclosed, the original executed Articles of Incorporation for the above-referenced corporation for filing .

Also enclosed is a check in the amount of \$122.50 for the various filing and copy fees.

Thank you for your assistance in this matter.

Sincerely,


James M. Costello

JMC/nec

Encl. Articles of Incorporation*
Check (\$122.50)

D. BROWN JUN 11 1998

EFFECTIVE DATE
6-9-98

**ARTICLES OF INCORPORATION
OF
VIP DEVELOPMENT GROUP, INC.**

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I
(Name and Mailing Address)**

The name of the corporation is VIP DEVELOPMENT GROUP, INC., and its mailing address is P.O. Box 9251, Fort Myers, Florida 33902-9251.

**ARTICLE II
(Duration)**

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgment of these Articles.

**ARTICLE III
(Purpose)**

The general purposes for which this corporation is organized are to acquire, develop, market and sell or lease real properties; to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
(Capital Stock)**

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V
(Initial Registered Office and Registered Agent)**

The street address of the initial registered office of this corporation is c/o Avery, Whigham & Winesett, P.A., 2248 First Street, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is JAMES M. COSTELLO.

**ARTICLE VI
(Preemptive Rights)**

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the

right to purchase his *pro rata* share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII (Initial Board of Directors)

This corporation shall have five (5) directors initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be less than one director nor more than seven directors. The names and addresses of the initial directors of this corporation are:

VERONICA G. WILLIAMS
2248 First Street
Fort Myers, Florida 33901

ELINOR "EL" REDD
2248 First Street
Fort Myers, Florida 33901

FRANCES FAIN
2248 First Street
Fort Myers, Florida 33901

MARY A. LEWIS
2248 First Street
Fort Myers, Florida 33901

CARLO C. LANE
2248 First Street
Fort Myers, Florida 33901

ARTICLE VIII (Incorporators)

The name and address of the persons signing these Articles are VERONICA G. WILLIAMS, ELINOR "EL" REDD, B. BRYSON, FRANCES FAIN, MARY A. LEWIS and CARLO C. LANE, 2248 First Street, Fort Myers, Florida 33901.

ARTICLE IX (Bylaws)

The Bylaws of the corporation shall be adopted, altered, amended or repealed and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.


**ARTICLE X
(Amendment)**

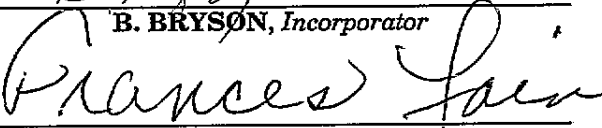
This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

In Witness Whereof, the undersigned incorporators have executed these Articles of Incorporation on this 9th day of June, 1998.


VERONICA C. WILLIAMS, Incorporator


ELINOR "EL" REDD, Incorporator


B. BRYSON, Incorporator


FRANCES FAIN, Incorporator


MARY A. LEWIS, Incorporator


CARLO C. LANE, Incorporator

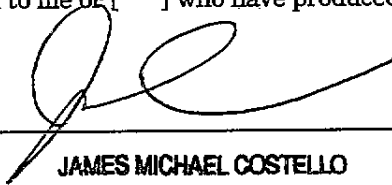
STATE OF FLORIDA)
) §
COUNTY OF LEE)

The foregoing Articles of Incorporation were acknowledged before me this 9th day of June, 1998, by VERONICA G. WILLIAMS, ELINOR "EL" REDD, B. BRYSON, FRANCES FAIN, MARY A. LEWIS and CARLO C. LANE, [☒] who are personally known to me or [] who have produced _____ as identification.

(Seal)



JAMES MICHAEL COSTELLO
My Commission CC457903
Expires May. 01, 1999
Bonded by HAI
800-422-1555


JAMES MICHAEL COSTELLO (sign)

JAMES MICHAEL COSTELLO (print)
NOTARY PUBLIC: State of Florida

ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 PM 3:20

The undersigned, being the person named as initial registered agent of VIP DEVELOPMENT GROUP, INC., is familiar with Sections 607.0501, 607.0502, 607.0505 and 607.1508, Florida Statutes, and accepts the obligations thereunder.

EXECUTED this 9th day of June, 1998.



JAMES M. COSTELLO, Registered Agent