



THE UNITED STATES
CORPORATION
COMPANY

P980000061311

ACCOUNT NO. : 072100000032

REFERENCE : 887149 82378A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 10, 1998

ORDER TIME : 10:39 AM

ORDER NO. : 887149-005

CUSTOMER NO: 82378A

CUSTOMER: John S. Dzurak, Esq
J. MICHAEL ROONEY, ESQ

P. O. Box 510400

Punta Gorda, FL 33951-0400

DOMESTIC FILING

NAME: SEMINOLE LAKES REALTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 10 PM 3:40

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
SEMINOLE LAKES REALTY, INC.

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I, the undersigned, ALFRED M. JOHNS , do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

SEMINOLE LAKES REALTY, INC.

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in

Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

B. To engage in the operation of a real estate brokerage business duly licensed in the State of Florida.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.


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VI.

The principal and registered office of the corporation is to be located at 100 Madrid Boulevard, Punta Gorda, Florida 33955, and the name of it's initial Registered Agent is ALFRED M. JOHNS, whose mailing address is 100 Madrid Boulevard, Punta Gorda, Florida 33955. The mailing address of the corporation is 100 Madrid Boulevard, Punta Gorda, Florida 33955.

I HEREBY accept designation as Registered Resident Agent, agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

DATED this 9th day of July, 1998.


ALFRED M. JOHNS
100 Madrid Boulevard
Punta Gorda, Florida, 33955

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolu-

tion, designate one of their number to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By-Laws of the corporation, may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ALFRED M. JOHNS	100 Madrid Boulevard Punta Gorda, Florida, 33955
JACK F. STEPHENSON	5487 Beaujolais Lane Fort Myers, Florida, 33907

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be ALFRED M. JOHNS, the first Vice President, Secretary and Treasurer of the corporation shall be JACK F. STEPHENSON. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until their successors are elected and have qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefor, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
ALFRED M. JOHNS	100 Madrid Boulevard Punta Gorda FL., 33955	50	\$ 500.00
JACK F. STEPHENSON	5487 Beaujolais Lane Fort Myers FL., 33907	50	\$ 500.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.

Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation, through the consent and election of its shareholders, shall be permitted to qualify under the provisions of Subchapter S of the Internal Revenue Code.

XVI.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 9th day of July, 1998

Gail Manley
GAIL MANLEY

Alfred M. Johns
ALFRED M. JOHNS, Incorporator
100 Madrid Boulevard
Punta Gorda, Florida, 33955

Gloria J. Gal
GLORIA J. GAL

STATE OF FLORIDA

COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 9th day of July, 1998, by ALFRED M. JOHNS who is personally known to me.

My commission expires:

Gail Manley
GAIL MANLEY
Notary Public
State of Florida at Large

