

TRANSMITTAL LETTER

P98000064491

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

200002592812--6
-07/20/98--D1044--014
****131.25 ****131.25

VILLAGE PROPERTY GROUP, INC.

SUBJECT:

(Proposed corporate name - must include suffix)

Enclosed is an original and ²~~one~~ copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Paul Russillo

Name (Printed or typed)

930 Wisconsin Avenue

Address

Palm Harbor, Florida 34683

City, State & Zip

Voice: 727-786-4248

Daytime Telephone number

Fax : 727-789-4893

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 2:29

NOTE: Please provide the original and one copy of the articles.

7-22
WS

ARTICLES OF INCORPORATION
of
VILLAGE PROPERTY GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is: VILLAGE PROPERTY GROUP, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

930 Wisconsin Avenue
Palm Harbor, FL 34683

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Paul Russillo
930 Wisconsin Avenue
Pinellas County
Palm Harbor, FL 34683

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 20 PM 2:29

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Paul Russillo
930 Wisconsin Avenue
Palm Harbor, FL 34683

ARTICLE VI DIRECTORS

The name and residence address of the person constituting the initial board of directors is:

Paul Russillo
930 Wisconsin Avenue
Palm Harbor, FL 34683

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Paul Russillo
Paul Russillo, Incorporator

7/18/98
Date

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 the 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

Paul Russillo
Paul Russillo, Registered Agent

7/18/98
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 2:30