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J. HOWARD SHEFFIELD, P. A.
ATTORNEYS AT LAW

J. HOWARD SHEFFIELD
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REPLY TO: Baymeadows Road

550-15 WELLS ROAD
ORANGE PARK, FLORIDA 32073
TELEPHONE: (904) 264-4700
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August 10, 1998

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

EFFECTIVE DATE
8.10.98

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-08/12/98--01012--016
****122.50 ****122.50

RE: Apartment Homes of Amelia, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and one copy regarding the above referenced corporation. A check has been enclosed made payable to the Secretary of State in the amount of \$122.50 (filing fee and certified copy).

Thank you for your assistance. If you have any questions or need anything further, please let me know.

Very truly yours

Sabrina L. Roper
Sabrina L. Roper, Secretary to
J. Howard Sheffield

/slr
Enclosures

APPROVED
AND
FILED
98 AUG 12 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 14 1998

APPROVED
AND
FILED

ARTICLES OF INCORPORATION

OF

APARTMENT HOMES OF AMELIA, INC.

98 AUG 12 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

EFFECTIVE DATE
8-10-98

Section 1.1. Name. The name of the corporation is Apartment Homes of Amelia, Inc.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock.

The shares of stock may be issued for such consideration, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V

Principal Office

The principal office and mailing address of the corporation is Post Office Box 1200, Fernandina Beach, Florida 32035-1200.

ARTICLE VI

Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation is whose address is J. Howard Sheffield, 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217.

ARTICLE VII

Directors

Section 7.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2. Initial Directors and Officers. The names and street addresses of the members of the first board of directors and officers of the corporation are:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|--------------------------------|---|
| Harry R. Trevett | 1325 Atlantic Avenue, Fernandina Beach, Florida 32035 |
| Director, President, Secretary | |

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

Section 8.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this corporation is:

J. Howard Sheffield 4209 Baymeadows Road, Ste.. 4
Jacksonville, Florida 32217

IN WITNESS WHEREOF, the incorporator has executed these Articles the 10th day of August, 1998.

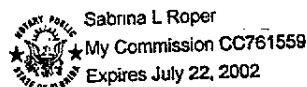
J. HOWARD SHEFFIELD

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 10th day of August, 1998, by J. Howard Sheffield who is personally known to me ~~or has produced~~ _____ as identification.

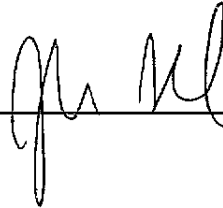
Notary Public
My Commission expires



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

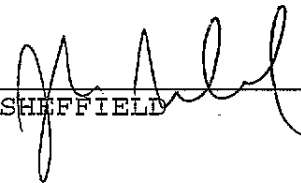
In compliance with FLA. STAT. Sections 48.091 and 607.0501,
the following is submitted:

Apartment Homes of Amelia, Inc., desiring to organize or qualify
under the laws of the State of Florida hereby designates J. HOWARD
SHEFFIELD, its registered agent to accept service of process within
the State of Florida and the address of its registered office shall
be 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217.



Dated: August 10, 1998

Having been named to accept service of process for the above
stated corporation, 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.



J. HOWARD SHEFFIELD

Dated: August 10, 1998

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA