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October 20, 1998

Secretary of State  
Corporate Division  
409 East Gaines Street  
Tallahassee, Florida 32399

FedEx Airbill No. 790153727466

Re: Village Walk South, Inc.  
Articles Of Incorporation/Designation of Reg. Agent

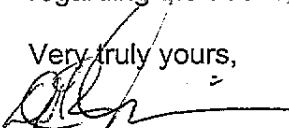
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-10/21/98--01037--015  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed herewith please find an original and a copy of the Articles of Incorporation of the above-referenced corporation submitted for filing, as well as a check in the sum of One Hundred Twenty Two and 50/100 Dollars (\$122.50) payable to the Secretary of State for filing same.

Please return a stamped copy of the enclosed Articles to my attention. If you have any questions regarding the above, please contact me by telephone prior to returning the enclosed.

Very truly yours,



D.R. Girvin  
DRG/dg  
Enclosures:

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**ARTICLES OF INCORPORATION**

**OF**

**VILLAGE WALK SOUTH, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be Village Walk South, Inc.

**ARTICLE II**

The purpose of this corporation and the general nature of the business to be transacted by it shall be:

(A) To purchase, develop and sell commercial and residential real estate and render all services attendant to same; and,

(B) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation; to carry on any lawful business whatsoever which will accomplish the purposes or objects of the corporation without limiting or restricting in any manner the powers of this corporation; and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

The capital stock of this corporation shall consist of One Thousand Shares (1,000) shares of common stock having a par value of \$1.00 per share. The whole or any part of the

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capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor, or any form or type of services to be valued by the directors of the corporation at a just and fair valuation as shall be fixed by the directors.

#### **ARTICLE IV**

This corporation shall have perpetual existence.

#### **ARTICLE V**

The initial board of directors shall be composed of two (2) directors, which may be increased by the board at any time by resolution. The names and addresses of the initial directors are:

James Cary  
19900 Jupiter Beach Road, #604  
Tequesta, Florida 33469

Richard C. Rathke  
700 A-1-A  
Jupiter, Florida 33477

#### **ARTICLE VI**

The street address of the initial principal office of the corporation shall be 801 Maplewood Drive, Suite 17, Jupiter, Florida 33458. The mailing address of the corporation shall be 801 Maplewood Drive, Suite 17, Jupiter, Florida 33458. The directors may from time to time change the principal office and mailing address of the corporation by resolution.

#### **ARTICLE VII**

The names and addresses of the initial officers of this corporation shall be as follows:

President:	Name:	Richard C. Rathke
	Address:	700 A-1-A Jupiter, Florida 33477
Vice-President:	Name:	James Cary
	Address:	19900 Jupiter Beach Road, #604 Tequesta, Florida 33469
Secretary-Treasurer:	Name:	James Cary
	Address:	19900 Jupiter Beach Road, #604 Tequesta, Florida 33469

#### **ARTICLE VIII**

Richard C. Rathke, located at the registered office of the corporation, is designated as the registered agent to accept any service of process within this state on behalf of the corporation. The street address of the initial registered office of the corporation shall be 801 Maplewood Drive, Suite 17, Jupiter, Florida 33458.

#### **ARTICLE IX**

The incorporator of this corporation shall be Richard C. Rathke. The address of the incorporator is 700 A-1-A, Jupiter, Florida 33477.

#### **ARTICLE X**

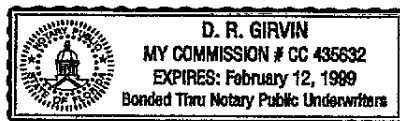
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered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

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Jupiter, Palm Beach County, Florida, for the uses and purposes aforesaid.

Richard C. Rathke  
Richard C. Rathke

STATE OF FLORIDA:  
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of October, 1998,  
by Richard C. Rathke, who did not take an oath.



D. R. Girvin  
\_\_\_\_\_  
(print name)  
Notary Public State of Florida  
My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

Personally Known   x   OR Produced Identification  
Type of Identification Produced \_\_\_\_\_

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

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida:

1. The Name of the Corporation is Village Walk South, Inc.
2. The name and address of the registered agent and office of same are:

Richard C. Rathke  
801 Maplewood Drive, Suite 17  
Jupiter, Florida 33458

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as such and agree to act in said capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I hereby certify that I am a permanent resident of Florida, residing at 700 A-1-A, Jupiter, Palm Beach County, Florida 33458. I declare that I am familiar with, and hereby accept, the obligations of a registered agent.

EXECUTED this 20<sup>th</sup> day of October, 1998.

  
Richard C. Rathke  
Registered Agent

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