

8000098144



ACCOUNT NO. : 072100000032

REFERENCE : 040129 4379232

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$78.75

ORDER DATE : November 20, 1998

ORDER TIME : 3:16 PM

ORDER NO. : 040129-005

CUSTOMER NO: 4379232

CUSTOMER: Ms. Hannah Wilson  
ATLANTIC GULF COMMUNITIES  
ATLANTIC GULF COMMUNITIES  
9th Floor  
2601 South Bayshore Drive  
Miami, FL 33133

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DOMESTIC FILING

NAME: ATLANTIC GULF WATER'S EDGE,  
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

11/23/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 20 AM 10:54

EFFECTIVE DATE

11/19/98

**ARTICLES OF INCORPORATION OF  
ATLANTIC GULF WATER'S EDGE, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE I: NAME AND ADDRESS OF CORPORATION**

The name of this corporation is Atlantic Gulf Water's Edge, Inc., a Florida corporation. The address of the initial principal office is:

2601 South Bayshore Drive  
Suite 900  
Miami, Florida 33133-5461

**ARTICLE II: DURATION**

The duration of this corporation is perpetual. The date and time of the commencement of corporate existence is 9:00 A.M. on November 19, 1998.

**ARTICLE III: PURPOSE**

The purpose of this corporation is to engage in any and all activities and businesses permitted under the laws of the United States and the State of Florida.

**ARTICLE IV: CAPITALIZATION**

The aggregate number of shares which this corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

**ARTICLE V: REGISTERED OFFICE AND AGENT**

The registered agent and street address of the registered office of this corporation is:

Joel K. Goldman, Esq.  
2601 South Bayshore Drive - 9th Floor  
Miami, Florida 33133-5461

**ARTICLE VI: INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than three or more than seven. The following persons constitute the initial directors of the corporation who shall serve in that capacity until such director's successor is duly elected and has qualified or such director's death, resignation or removal:

Thomas W. Jeffrey

Joel K. Goldman

John H. Fischer

## ARTICLE VII: INITIAL OFFICERS

The following persons constitute the initial officers of the corporation, who shall serve in that capacity until such officer's successor is duly elected and has qualified or such officer's death, resignation or removal:

### PERSON

President  
Vice President and Secretary  
Vice President and Treasurer  
Vice President, Assist. Secretary & Controller  
Vice President  
Vice President  
Vice President

### NAME

Frank Weed  
Joel K. Goldman  
John H. Fischer  
Paula Cook  
John Laguardia  
Thomas W. Jeffrey  
Lisa Anness

## ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Joel K. Goldman, Esq.  
c/o Atlantic Gulf Communities Corporation  
2601 South Bayshore Drive, Suite 900  
Miami, Florida 33133-5461

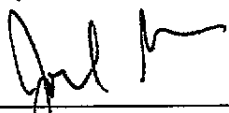
## ARTICLE IX: BY-LAWS

The board of directors shall adopt by-laws for the corporation. The by-laws may be amended or repealed by the shareholders or directors in any manner permitted by the by-laws.

## ARTICLE X: AMENDMENT

The shareholders or the directors may amend these Articles of Incorporation in any manner now or hereafter provided for under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed this instrument as of November 19, 1998.

  
\_\_\_\_\_  
Joel K. Goldman, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

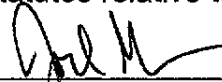
In compliance with Section 607.0501 of the Florida Business Corporation Act, Atlantic Gulf Water's Edge, Inc., desiring to organize as a corporation under the laws of the State of Florida, submits the following statements in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation be:  
  
ATLANTIC GULF WATER'S EDGE, INC., a Florida corporation
2. The name and address of the registered agent and the registered office of the corporation is:

Joel K. Goldman, Esq.  
2601 South Bayshore Drive  
9th Floor  
Miami, Florida 33133

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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 provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Joel K. Goldman

Date: November 19, 1998