

P98000104657

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Waterfront Homes of  
Distinction, Inc

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DEC 17 1998

**ARTICLES OF INCORPORATION  
OF  
WATERFRONT HOMES OF DISTINCTION, INC.**

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**ARTICLE I.**

**NAME**

The name of the Corporation is: WATERFRONT HOMES OF DISTINCTION, INC.

**ARTICLE II.**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III.**

**PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV.**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 8134 Twin Lake Drive, Boca Raton, Florida, 33496.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 980 N. Federal Highway, Suite 410, Boca Raton, Florida, 33432, and the name of the initial registered agent of this Corporation at that address is David B. Dickenson.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial directors are:

A. Rodney Ashbaugh  
8134 Twin Lake Drive  
Boca Raton, Florida 33496

G. Richard Geldbaugh  
8134 Twin Lake Drive  
Boca Raton, florida 33496

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

David B. Dickenson  
980 N. Federal Highway, Suite 410  
Boca Raton, Florida 33432

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

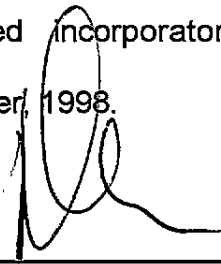
The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

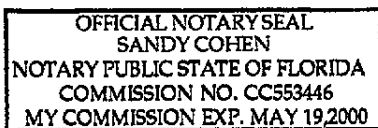
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of December, 1998.



\_\_\_\_\_  
DAVID B. DICKENSON

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 11th day of December, 1998, by DAVID B. DICKENSON. He is personally known to me, or \_\_\_\_\_ produced \_\_\_\_\_ as identification.



  
NOTARY PUBLIC, State of Florida

[SEAL]


SANDY COHEN  
Printed Name of Notary/Serial Number

My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned being named as Registered Agent to accept service of process of WATERFRONT HOMES OF DISTINCTION, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: December 11, 1998

  
\_\_\_\_\_  
David B. Dickenson

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