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MACKEY, MACKEY & HALL, P.A.

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April 22, 1999

Reply To:  
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Bradenton, FL 34206-9528  
E-mail:  
mmbrdtnlaw@aol.com

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

ATTENTION: New Filings

Re: Trail Properties of Florida, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation and a Certificate of Designation for Registered Agent for Trail Properties of Florida, Inc. We have also enclosed a check in the amount of \$87.50 which covers: (a) the incorporation filing fee; (b) designation of the registered agent fee; and (c) fee relating to the return of a certified copy of the Articles of Incorporation.

A copy of this letter is also enclosed with a stamped, self-addressed envelope. Please stamp the letter with the date of receipt of the enclosures and return to us in the envelope provided. Thank you for your cooperation and assistance. If there are questions or problems, please call collect at (941) 746-6225.

Sincerely,

MACKEY, MACKEY & HALL, P.A.

*Dianne Hall*

Dianne L. Hall

DLH:am  
Enclosures  
cc: Gary Weisberg

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAY 17 1999

**ARTICLES OF INCORPORATION  
OF  
TRAIL PROPERTIES OF SOUTHWEST FLORIDA, INC.**

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is Trail Properties of Southwest Florida, Inc.

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The corporation is organized to own, rent, buy, sell and manage various parcels of real property together with the improvements thereon, and any business conducted therefrom or related thereto, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV**

**Authorized Shares.** The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with no par value.

**Stated capital.** The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

**No classes of stock.** The shares of the corporation are not to be divided into classes.

**No shares in series.** The corporation is not authorized to issue shares in series.

**ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is 276

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TALLAHASSEE FLORIDA

N. Washington Drive, Sarasota, Florida, and the name of the initial registered agent at such address is Gary A. Weisberg.

#### **ARTICLE VI**

The initial board of directors shall consist of one member, who need not be a resident of the State of Florida or shareholder of the corporation.

#### **ARTICLE VII**

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until his successor shall have been elected and qualified is:

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Gary A. Weisberg	276 N. Washington Drive	Sarasota, Florida 34236

#### **ARTICLE VIII**

The name and address of the initial incorporator is as follows:

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Gary A. Weisberg	276 N. Washington Drive	Sarasota, Florida 34236

#### **ARTICLE IX**

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

#### **ARTICLE X**

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

#### **ARTICLE XI**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued (for money, or any property or services) from time to time. The extent of the preemptive right of any shareholder shall be the proportion that the number of shares held by him bears to the total number of shares held by the holders of all shares

of common stock.


**ARTICLE XII**

The address of the principal office of the corporation is 276 N. Washington Drive, Sarasota, Florida 34236.

**ARTICLE XIII**

The shareholders shall not be personally liable for the debts of the corporation.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey, Mackey & Hall, P.A., 1402 3<sup>rd</sup> Avenue West, Bradenton, Florida, on the 28 day of March, 1999.

  
\_\_\_\_\_  
Gary A. Weisberg  
Incorporator

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

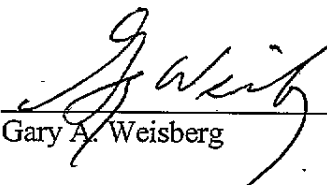
Pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered agent and his Florida office:

1. The name of the corporation is: **Trail Properties of Southwest Florida, Inc.**
2. The name and address of the registered agent and office is:

Name: Gary A. Weisberg  
Address: 276 N. Washington Drive, Sarasota FL 34236

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.

Dated: March 28, 1999

  
\_\_\_\_\_  
Gary A. Weisberg

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