# P9900052021

June 1, 1999

Department of State Divisions of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: Incorporation of New Business

000002896230--6 -06/07/98--01047--016 \*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sirs:

Enclosed are (1) articles of incorporation, (2) Certificate designating place of business, and (3) check in payment of incorporation fees as follows:

\$87.50 - Filing Fee, Certified Copy & Certificate of Status

Please return the certified copy of these articles of incorporation to our office.

Sincerely,

John McFarlane President, Windham Partners, Inc.



of 19

### ARTICLES OF INCORPORATION OF WINDHAM PARTNERS, INC.

The undersigned subscriber to these Articles of Incorporation, John MacFarlane, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

### ARTICLE I

### **CORPORATE NAME**

The name of this Corporation is WINDHAM PARTNERS, INC. The principal office and mailing address of the corporation is PMB #322 300 Fifth Avenue South, Poles, Florida 34102.

### ARTICLE II

### **DURATION**

The Corporation shall have perpetual existence, commencing upon the filing of the articles with the Florida Secretary of State.

### ARTICLE III

### **PURPOSE**

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

### ARTICLE IV

### CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and

its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

### ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is PMB #322 300 Fifth Avenue South, Naples, Florida 34102, and the name of the initial registered agent of the Corporation at that address is John MacFarlane. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

### ARTICLE VI

### **DIRECTORS**

The Corporation shall have not less than one Director, as provided by the By-Laws.

Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

### ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

John MacFarlane PMB #322 300 Fifth Avenue South Naples, Florida 34102

### ARTICLE VIII

### **INCORPORATORS**

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

John MacFarlane PMB #322 300 Fifth Avenue South Naples, Florida 34102

### ARTICLE IX

### **BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

### ARTICLE X

### **AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this \_\_\_\_\_\_\_\_\_, 1999.

John acFarlane

STATE OF FLORIDA COUNTY OF COLLIER

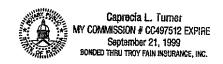
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared John MacFarlane, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

NOTÁRY PUBLIC

(SEAL)

State of Florida at Large

My commission expires:



## CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That WINDHAM PARTNERS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County Collier, State of Florida, has named John MacFarlane located at 975 Imperial Golf Course Blvd., Naples, Florida 34110, as its agent to accept service of process within this State.

### ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

John MacFarlane

