

P99000060055



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 296445 81350A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : July 2, 1999

ORDER TIME : 2:27 PM

ORDER NO. : 296445-005

400002922814--1

CUSTOMER NO: 81350A

CUSTOMER: Ms. Donna F. Edwards  
DALE BALD SHOWALTER & MERCIER,  
DALE BALD SHOWALTER & MERCIER,  
Suite 1100  
200 West Forsyth Street  
Jacksonville, FL 32202

DOMESTIC FILING

NAME: FOWLER, WALKER & ASSOCIATES,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

*TS 7/2/99*

FILED  
99 JUL -2 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 JUL -2 PM 3:16

ARTICLES OF INCORPORATION

OF

FOWLER, WALKER & ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is FOWLER, WALKER & ASSOCIATES, INC.

Article II

Nature of Business

This corporation is organized for the purposes of purchasing unimproved real property, and designing and constructing single family homes on the real property for resale and for the purpose of transacting any or all lawful business.

Article III

Principal Office

The initial principal office and mailing address of the corporation is 4540 Southside Boulevard, Suite 401, Jacksonville, Florida 32216.

Article IV

Capital Stock

A. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

B. Preemptive Rights. 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

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C. Restrictions on Transfer of Stock. Shares of capital stock of this corporation shall be issued initially to the following persons, in the amounts shown:

<u>NAME</u>	<u>SHARES</u>
Sharon Fowler	500
Bobby Walker	500

Shares held by the stockholders listed above, as well as any other person acquiring the capital stock of this corporation after the filing of these Articles of Incorporation, may not be resold, assigned, pledged or otherwise transferred to any other person unless such shares are first offered to the other shareholders or all shareholders consent, in writing, to the pledge or assignment. Other restrictions on the sale, transfer, or encumbrance of the stock, including the price and terms at which, and the time within which, such shares may be offered and sold, may be further specified by bylaw provision or by written agreement among all of the shareholders of this corporation.

#### Article V

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Julie Saieg, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping the registered office open for service of process.

#### Article VI

##### Directors

A. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

B. Initial Directors. The name and street address of the members of the first board of directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Bobby Walker	4063 Jessica Place Callahan, Florida 32011

Sharon Fowler

7882 James Island Way  
Jacksonville, Florida 32256

C. Director Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

#### Article VII

##### Bylaws

The bylaws of the corporation shall be adopted, altered, amended and repealed from time to time by the board of directors.

#### Article VIII

##### Incorporator

The name and address of the incorporator of this corporation, is:

Julie Saieg  
Dale, Bald, Showalter & Mercier, P.A.  
200 West Forsyth Street, Suite 1100  
Jacksonville, Florida 32202

#### Article IX

##### Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

#### Article X

##### Indemnification

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly

or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 30<sup>th</sup> day of June, 1999.

Julie Saieg  
Julie Saieg

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF DUVAL       )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of June, 1999, by Julie Saieg, who is personally known to me.



Donna F. Edwards  
Notary Public, State of Florida  
at Large  
Commission Expires:  
Donna F. Edwards  
Typed or printed name of Notary


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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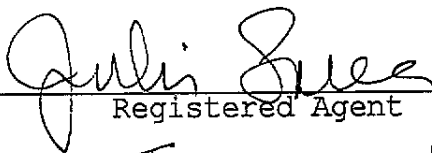
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That FOWLER, WALKER & ASSOCIATES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Jacksonville, State of Florida, has named Julie Saieg, located at 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

  
Incorporator  
Date: June 30, 1999

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

  
Registered Agent  
Date: June 30, 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA