

MICHAEL WM MEAD

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July 26, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
99 JUL 29 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: MEADOWS DEVELOPMENT OF NORTHWEST FLORIDA, INC.

Gentlemen:

Enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

Also enclosed please find my check in the sum of \$122.50 that represents the following:

Filing fee	\$ 35.00
Certified copies	52.50
Registered agent	35.00

Thank you for your assistance and cooperation in this matter.

Sincerely,



MICHAEL Wm MEAD  
MWM/bjg

Enclosures: a/s

CORP\ Corp filing

300002944819--9  
-07/29/99-01039-006  
\*\*\*122.50 \*\*\*\*\*78.75

GALLMON-CASE AUG 04 1999

ARTICLES OF INCORPORATION  
OF  
MEADOWS DEVELOPMENT OF NORTHWEST FLORIDA, INC.

FILED  
99 JUL 29 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation is: MEADOWS DEVELOPMENT OF NORTHWEST FLORIDA, INC.

ARTICLE II.

Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III.

Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV.

Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES having a nominal or par value of \$1.00 per share.

ARTICLE V.

Address

The principal place of business of this corporation shall be 105 Auburn Road, Fort Walton Beach, Florida 32547, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE VI.

Amendment

These Articles of Incorporation may be amended in the manner provided by law. The majority of the stockholders entitled to vote thereon shall approve every Amendment at a stockholder's meeting.

ARTICLE VII.  
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII.  
Officers

The names and addresses of the President, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Leo A. Whitworth, Jr.	105 Auburn Road Fort Walton Beach, Florida 32547	President
Max Bruner, Jr.	901 Santa Rosa Blvd. Fort Walton Beach, Florida 32548	Vice-president, Secretary & Treasurer

ARTICLE IX.  
Subscribers

The name and address of the subscriber of these Articles of Incorporation and the number of shares he agrees to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Leo A. Whitworth, Jr.	105 Auburn Road Fort Walton Beach, Florida 32547	500
Max Bruner, Jr.	901 Santa Rosa Blvd. Fort Walton Beach, Florida 32548	500

ARTICLE X.  
Registered Agent

The Registered Agent of the corporation shall be Leo A. Whitworth, Jr., and the street address of the office, place of business or location for the service of process within this State shall be 105 Auburn Road, Fort Walton Beach, Florida 32547.

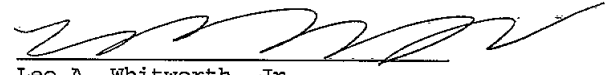
ARTICLE XI.  
Incorporator

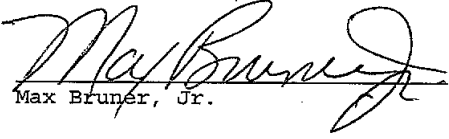
The names and addresses of the incorporators to these Articles of Incorporation are:

Leo A. Whitworth, Jr. 105 Auburn Road  
Fort Walton Beach,  
Florida 32547

Max Bruner, Jr. 901 Santa Rosa Blvd.  
Fort Walton Beach, ---  
Florida 32548

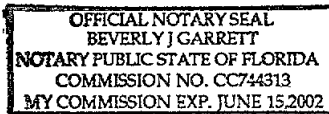
IN WITNESS WHEREOF, the undersigned have hereunto executed these presents this 23rd day of July, 1999.

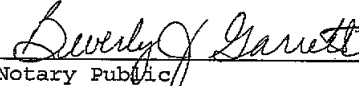
  
Leo A. Whitworth, Jr.

  
Max Bruner, Jr.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

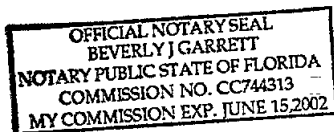
The foregoing instrument was acknowledged before me this 23rd day of July, 1999, by LEO A. WHITWORTH, JR., who is personally known to me.

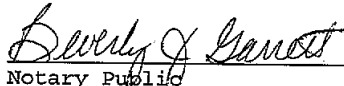


  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 16th day of July, 1999, by MAX BRUNER, JR., who is personally known to me.



  
Notary Public  
My Commission Expires:

CORPS\ Meadows Dev of NWF  
Articles of Incorporation  
MWM/bjg

MICHAEL WM MEAD  
ATTORNEY AT LAW  
24 WALTER MARTIN ROAD  
P. O. DRAWER 1329  
FORT WALTON BEACH,  
FLORIDA 32549-1329

STATE OF FLORIDA  
DEPARTMENT OF STATE

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


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST:

MEADOWS DEVELOPMENT OF NORTHWEST FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 105 Auburn Road, Fort Walton Beach, Okaloosa County, Florida 32547, has named Leo A. Whitworth, Jr. located at 105 Auburn Road, Fort Walton Beach, Okaloosa County, Florida 32547 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

  
\_\_\_\_\_  
Leo A. Whitworth, Jr.

CORPSMeadows Dev of NWF  
Registered Agent Acceptance  
MWM/bjg

FILED  
99 JUL 29 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA