



THE UNITED STATES  
CORPORATION  
COMPANY

P99000081382

ACCOUNT NO. : 072100000032

REFERENCE : 373919 4381472

AUTHORIZATION : Patricia Piquero

COST LIMIT : \$ 87.50

ORDER DATE : September 14, 1999

ORDER TIME : 1:54 PM

ORDER NO. : 373919-015

900002987129--1

CUSTOMER NO: 4381472

CUSTOMER: Ms. Laurie Bergstresser  
BROAD AND CASSEL  
BROAD AND CASSEL  
Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

DOMESTIC FILING

NAME: MERRITT HOUSING CORP. II, 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  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED  
99 SEP 14 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 SEP 14 PM 3:05  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

9-15  
WC

**ARTICLES OF INCORPORATION**  
**OF**  
**MERRITT HOUSING CORP. II, INC.**

**ARTICLE I - NAME**

The name of this corporation is MERRITT HOUSING CORP. II, INC.

**ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the initial principal place of business and mailing address of the corporation is 1351 North Courtenay Parkway, Merritt Island, Florida 32953. The initial mailing address of the corporation is Post Office Box 4961, Orlando, Florida 32802-4961.

**ARTICLE III - AUTHORIZED SHARES**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 voting shares of common stock having a par value of \$.01 per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

## ARTICLE VI - MANAGEMENT

The Corporation shall not have a board of directors. The business and affairs of the Corporation shall be managed and regulated by the Corporation's shareholders.

## ARTICLE VII - INDEMNIFICATION

Each shareholder (in his or her management capacity) and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him/her in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been an officer of the corporation or shareholder of the corporation who exercised management authority, whether or not wholly owned or by reason of any act or omission to act as such shareholder or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any shareholder or officer may be entitled as a matter of law. Shareholders acting in their management capacity shall be entitled to any right of indemnification available to directors as a matter of law.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 13<sup>th</sup> day of September, 1999.

B&C Corporate Services of Central Florida, Inc.

By: 

Randal M. Alligood, Vice President

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


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is MERRITT HOUSING CORP. II, INC.
2. The name and address of the registered agent and office is:

**B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.**  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801

**MERRITT HOUSING CORP. II, INC.**

By: B&C Corporate Services of Central Florida, Inc.

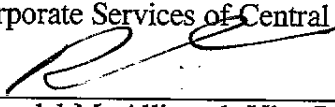
By:   
Randal M. Alligood, Vice President

Title: Incorporator

Dated this 13<sup>th</sup> day of September, 1999.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of Central Florida, Inc.

By:   
Randal M. Alligood, Vice President

Dated this 13<sup>th</sup> day of September, 1999.