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THE LAW OFFICES OF
LAYNE, BERNSTEIN, BRENNER & FREITAG
21 Southeast First Avenue, Miami, Florida 33131
Dade (305) 358-0888
Broward (305) 467-6580
Telex: 519418

August 11, 1983

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

005 0843 8/23/83
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Re: Key West Professional Plaza, Inc.

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation, duly signed and notarized, for the above captioned corporation, along with our check for $38.00. Please file these Articles of Incorporation and return the copy to me in the enclosed envelope.

Thank you for your courtesy and cooperation.

769961

Yours very truly,

LAYNE, BERNSTEIN, BRENNER & FREITAG, P.A.

By: [signature]
RICHARD M. BRENNER

RMB:djb

Encls.

Name Availability 8-23-83
Document Examiner LT 2A
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AUG 23 4 00 PM '83
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KEY WEST PROFESSIONAL PLAZA, INC.
(a Florida corporation not for profit)

* * *

We, the undersigned, hereby acknowledge and file in the Office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit under the Laws of the State of Florida, these Articles of Incorporation as provided by law.

ARTICLE I

NAME

The name of this corporation shall be KEY WEST PROFESSIONAL PLAZA, INC. For convenience, the corporation shall hereinafter be referred to as the "ASSOCIATION".

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are as follows:

Section 1. To be the "Association" as defined in the Condominium Act of the Statutes of the State of Florida, and as such to establish and collect assessments from the unit owners and the members for the purpose of operating, maintaining, preparing, improving, reconstructing and administering the Condominium Property.

Section 2. To carry out the duties and obligations and receive the benefits given the ASSOCIATION:

a. by the Declaration of Condominium for KEY WEST PROFESSIONAL PLAZA, A CONDOMINIUM, (hereinafter referred to as "DECLARATION");

b. by the Condominium Act; and

c. otherwise provided by law.

Section 3. To establish By-Laws for the operation of the Condominium Property providing for the form of administration and rules and regulations for governing the ASSOCIATION, and to enforce the provisions of the Condominium Act, the DECLARATION and exhibits thereto, these Articles and the By-Laws of the ASSOCIATION.

Section 4. To contract for the management of the Condominium and to delegate to such party such powers and duties of the ASSOCIATION as permitted by law.

Section 5. For any lawful purpose.

To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law, including, but not limited to, the capacity to contract, bring suit and be sued, and those provided by the Condominium Act.

ARTICLE III

MEMBERS

Section 1. The members of the ASSOCIATION shall consist of the record owners of Condominium Units within KEY WEST PROFESSIONAL PLAZA, A CONDOMINIUM (hereinafter referred to as "CONDOMINIUM"), provided, however, that where required, pursuant to the DECLARATION, the approval of the ASSOCIATION must be obtained prior to becoming a member. After receiving such approval as may be required under the DECLARATION, change of membership in the ASSOCIATION shall be established by recording in the Public Records of the County in which the Condominium is located a Deed or other instrument establishing record title to the Condominium Unit and the delivery to the ASSOCIATION of a certified copy of such instrument. Such membership shall automatically terminate when such person is no longer the owner of a Condominium Unit. Membership certificates are not required and need not be issued. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote of each Unit, which vote shall be executed by the Unit Owner in accordance with the provisions of the DECLARATION and By-Laws. Until the Condominium Property is formally submitted to condominium ownership, the membership of the ASSOCIATION shall be comprised of the Developer of the CONDOMINIUM, to wit: SOUTHERNMOST DEVELOPMENT, INC., a Florida corporation, its successors, grantees and assigns. When the Condominium Property is formally submitted to condominium ownership, the Developer shall exercise the membership rights of a Unit until title to the Unit is transferred, unless expressly otherwise provided herein or by law.

Section 2. The share of a member in the funds and assets of the ASSOCIATION cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

Section 3. Subject to the foregoing, admission to and termination of membership shall be governed by the DECLARATION.

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

SUBSCRIBERS

The names and addresses of subscribers to these Articles of Incorporation are as follows:

RICHARD BERNSTEIN	21 S.E. First Avenue Miami, Florida 33131
DEAN M. FREITAG	21 S.E. First Avenue Miami, Florida 33131
RICHARD M. BRENNER	21 S.E. First Avenue Miami, Florida 33131

ARTICLE VI

DIRECTORS AND OFFICERS OF THIS ASSOCIATION

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than (9) persons. The first Board of Directors shall have three (3), and in the future, the number will be determined from time to time in accordance with the provisions of the By-Laws of the corporation.

Section 2. Directors shall be elected by the voting members in accordance with the By-Laws at the regular annual meeting of the membership of the corporation or at any special meeting called for the purpose of electing one (1) or more Unit Owners other than the Developer in accordance with the DECLARATION and the By-Laws. Directors shall be elected to serve for a term of one (1) year, or in the event a Director is elected at any meeting the purpose of which is to elect a Unit Owner other than the Developer to serve as a Director, until the next annual meeting of the membership. In the event of a vacancy, the elected Directors may appoint an additional Director to serve for the balance of said year.

Section 3. All officers shall be elected by the Board of Directors in accordance with the By-Laws. The Board of Directors shall elect from among the members a President, Vice-President, Treasurer and Secretary and such other officers as it shall deem desirable, consistent with the By-Laws. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director.

ARTICLE VII

OFFICERS, INITIAL OFFICE AND REGISTERED AGENT

Subject to the direction of the Board of Directors, the affairs of the ASSOCIATION shall be administered by the officers who shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until the first election following the first Annual Meeting of the Board of Directors are as follows:

NAME	TITLE
RAY MAYOR	President
JULIO RODRIGUEZ	Vice-President
ROBERTO SANCHEZ	Secretary-Treasurer

The street address of the initial officer of this corporation is 21 SE First Ave., Miami, Florida, 33131; and the name of the initial registered agent of this corporation at that address is B. J. LAYNE.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The first Board of Directors shall consist of three (3) persons who shall hold office and serve until their successors are elected and qualified and their names and addresses are as follows:

NAME	ADDRESS
RAY MAYOR	1515 N.W. 7th Street, Suite 109B Miami, Florida 33125
JULIO RODRIGUEZ	1515 N.W. 7th Street, Suite 109B Miami, Florida 33125

ARTICLE IX

BY-LAWS

The By-Laws of this corporation shall be adopted by the first Board of Directors, and attached to the Declaration of Condominium to be filed in the Public Records of the County in which the Property is located, which By-Laws may be altered, amended or rescinded in the manner provided for in the By-Laws.

ARTICLE X

AMENDMENTS

Section 1. Amendments to these Articles of Incorporation may be proposed by the Board of Directors or a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission in writing and shall be filed by the Board of Directors or a majority of the members and delivered to the President, who shall thereupon call a special meeting of the ASSOCIATION, the notice of which shall be given in the manner provided in the By-Laws. An affirmative vote of seventy-five (75%) percent of all members of the ASSOCIATION shall be required for the requested alteration, amendment or rescission. Notwithstanding the foregoing provisions of this Article X, no amendment to these Articles shall abridge, amend or alter the rights of the Developer without the proper written consent of the Developer.

Section 2. Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment or rescission of these Articles, either before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

ARTICLE XI

INDEMNIFICATION

Every Officer and every Director of the ASSOCIATION shall be indemnified by the ASSOCIATION against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof, to which he may be a part, or in which he may become involved, by reason of his being of having been a Director or Officer of the ASSOCIATION, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement is being made for the best interests of the ASSOCIATION. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XII

TITLES

The titles to the Articles contained herein are for convenience purposes only and shall not be considered in the interpretation or the meaning of the provisions of these Articles of Incorporation.

IN WITNESS WHERE, the subscribers hereto have hereunto set their hands and seals this 12 day of August, 19 83.

Signed, Sealed and Delivered
in the Presence of:

D. Jean Bachand

Nancy Kelly

RICHARD BERNSTEIN

D. Jean Bachand

Nancy Kelly

DEAN M. FREITAG

D. Jean Bachand

Nancy Kelly

RICHARD M. BRENNER

STATE OF FLORIDA

ss

COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared RICHARD BERNSTEIN, DEAN M. FREITAG and RICHARD M. BRENNER, to me well known to be the subscribers described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 12 day of August, 19 83.

D. Jean Bachand
Notary Public State of Florida

My Commission Expires:

FILED

AUG 23 4 00 PM '83

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THAT KEY WEST PROFESSIONAL PLAZA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED B. J. LAYNE, LOCATED AT 21 SE FIRST AVE., MIAMI, 33131, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Richard M. Brown
(CORPORATE OFFICER)

TITLE: SUBSCRIBER

DATE: August 12, 1983.

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.

B. J. LAYNE
(Registered Agent)

DATE: August 12, 1983.

ANNUAL REPORT

1984

Read Notice and Instructions on Other Side Before Making Entries

Filing Fee of $10 Required — Make Checks Payable To: Secretary of State

769961
KEY WEST PROFESSIONAL PLAZA, INC.
% B. J. LAYNE
21 S.E. FIRST AVE.
MIAMI, FL 33131

If above address is incorrect in any way, enter the correct address in Item 2 including Zip Code

Incorporated or Qualified to Do Business in Florida: 08/23/1983

Names of Officers and Directors	Title	Street Address	City and State
1 MAYOR, RAY	P/D	1515 N.W. 7TH ST #1098	MIAMI, FL
2 RODRIGUEZ, JULIO	V/D	1515 N.W. 7TH ST #1098	MIAMI, FL
3 SANCHEZ, ROBERTO	S/T/D	1515 N.W. 7TH ST #1098	MIAMI, FL

Registered Agent Information

7. Name and Address of Current Registered Agent

LAYNE, B. J.
21 S.E. 1ST AVENUE
MIAMI, FL 33131

8. Name and Address of New Registered Agent

Name

Street Address

City, State and Zip Code

SIGNATURE ____________ DATE ______
Registered Agent Accepting Appointment

$3.00 additional fee required for Registered Agent changes.

Signature

Date: January 16, 1984

Typed Name of Signing Officer: Reynaldo F. Mayor

Title: President

Telephone Number: 268-3028

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING TH

APPROVED AND FILED

1996 NOV 20 PM 1:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION FOR REINSTATEMENT

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

N 85946

DOCUMENT # 769961

Corporation Name

KEY WEST PROFESSIONAL PLAZA, INC.

Principal Place of Business

1111 12th Street
Key West, FL 33040

Mailing Address

same

REINSTATEMENT 85946

DO NOT WRITE IN THIS SPACE

If above addresses are incorrect in any way, line through incorrect information and enter correction below

2. New Principal Office Address, If Applicable		3. New Mailing Address, If Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

4. Date Incorporated or Qualified To Do Business in Florida: August 23, 1983

5. FEI Number: 59-2647226 — Applied For / Not Applicable

6. CERTIFICATE OF STATUS DESIRED ☐

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

Title(s) 1	Name of Officers and/or Directors 2	Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers) 3	City - State - Zip 4
P D	Roberto Sanchez	780 NW Lejune Rd., #616	Miami, FL 33126
VP D	Robin Lockwood, MD	1111 12th St., #112	Key West, FL 33040
ST D	John Calleja, MD	1111 12th St., #208	Key West, FL 33040

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****910.00 ****910.00

8. Name and Address of Current Registered Agent	9. Name and Address of New Registered Agent
	Name: James T. Hendrick, Esq.
	Street Address (P.O. Box Number is Not Acceptable): 317 Whitehead St.
	Suite, Apt. #, Etc.
	City: Key West State: FL Zip Code: 33040

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent ____________ REGISTERED AGENT MUST SIGN   Date: 11/15/96

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☒ No ☐

(See other side for information on intangible tax)

I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(x), Florida Statutes. [illegible] the Division of Corporations [illegible] ... this reinstatement application [illegible] ... the corporate name satisfies the requirements of section 607.0401, F.S., and [illegible] fees owed by the corporation [illegible] ... indicated on this application is true and accurate and my signature shall have the same legal effect as if made under oath.

SIGNATURE: ____________ 11/14/96

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR