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FLORIDA NON-PROFIT CORPORATION

SAMUEL PROPERTY ASSOCIATES, INC.

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**ARTICLES OF INCORPORATION
OF
SAMUEL PROPERTY ASSOCIATES, INC.**

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, FLORIDA STATUTES, adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of this corporation is Samuel Property Associates, Inc.

ARTICLE II - Initial Principal Office

The initial principal office of this corporation shall be:

3501 San Jose Street
Tampa, Florida 33629

ARTICLE III - Purposes

The purpose of the corporation is to operate exclusively as a title-holding corporation within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986, as amended, or similar provision of any subsequent federal tax law ("Code"). Without limiting the generality of the foregoing, the corporation shall exclusively acquire and hold title to property, collect the income therefrom and remit the entire amount thereof, less expenses, to an organization exempt from federal tax under Section 501(a) of the Code. To the extent consistent with the foregoing, the corporation may acquire, hold, maintain, improve, lease, finance, refinance, mortgage, sell, exchange, or otherwise dispose of all or part of its property, and may otherwise exercise any and all other powers available to corporations organized pursuant to Chapter 617 of the Florida Statutes, in connection with its title-holding purposes as determined by the Board of Directors, and do all things necessary or desirable in connection therewith.

ARTICLE IV - Manner of Election of Directors

Directors of the corporation shall be elected or appointed in the manner stated in the bylaws of the corporation.

Donald S. Hart, Jr., Esquire
100 S. Ashley Drive, Suite 1300
Tampa, FL 33602
(813 229-3333
Florida Bar No. 174770

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ARTICLE V - Limitation of Corporate Powers

The powers of this corporation shall be as provided in Chapter 617, Florida Statutes, except as limited as follows:

A. The corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law to, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(2) of the Code.

B. No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered (i) to pay reasonable compensation and reimbursement for services rendered and expenses incurred in carrying out the purposes of the corporation, and (ii) to distribute its income, less expenses and reasonably necessary cash reserves, in accordance with paragraph C of this Article V. Directors shall not be compensated for their services as Directors, but may be compensated for expenses incurred in carrying out their duties.

C. The corporation shall distribute its entire income, less expenses and reasonably necessary cash reserves, within the meaning of Section 501(c)(2) of the Code, to an organization exempt from federal income tax under Section 501(a) of the Code, as the Board of Directors shall determine.

D. Upon dissolution of the corporation, all of the corporation's assets and property of every nature and description, remaining after the payment or making provision for the payment of all liabilities and obligations of the corporation (but not including assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution), shall be distributed in such a manner and to such organization or organizations as the Board of Directors shall determine, which shall at the time qualify as exempt organization or organizations under Section 501(a) of the Code. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE VI - Initial Registered Agent and Registered Office

The street address of the initial registered office of the corporation and the name of the initial registered agent at that address are:

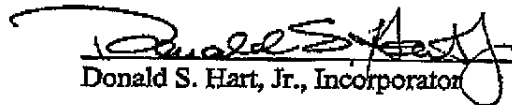
Donald S. Hart, Jr., Esq.
100 South Ashley Drive, Suite 1300
Tampa, Florida 33602

ARTICLE VII - Incorporator

The name and street address of the incorporator for these articles of incorporation are:

Donald S. Hart, Jr., Esq.
100 S. Ashley Drive, Suite 1300
Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of October, 2001.


Donald S. Hart, Jr., Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Donald S. Hart, Jr., Registered Agent

Date: October 5, 2001

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