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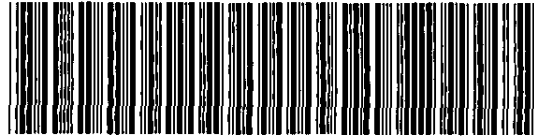
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1100 CENTRAL AVENUE CORPORATION

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: SETH      11/29/12  
Name                      Date                      Time

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**ARTICLES OF INCORPORATION**  
**OF**  
**1100 CENTRAL AVENUE CORPORATION**

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12 NOV 29 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to the Articles of Incorporation, who is a natural person competent to contract, hereby forms a not-for-profit corporation under the laws of the State of Florida as follows:

**ARTICLE I**

The name of this corporation is **1100 CENTRAL AVENUE CORPORATION**, and its principal address is 1501 North Orange Avenue, Sarasota, Florida 34236.

**ARTICLE II**

The date when corporate existence shall commence shall be the date of filing of these Articles with the Department of State and the corporation shall have perpetual existence thereafter.

**ARTICLE III**

This Corporation is organized pursuant to Florida Statutes Section 617.0301, and shall exist as a *not-for-profit corporation* solely for the purpose of acquiring, owning, managing, mortgaging, selling or otherwise disposing of real estate, and of the construction and maintenance of buildings and other improvements thereon. This corporation is organized and shall be operated to hold title to real property, collect income therefrom, and distribute the entire amount thereof less expenses, to the Pines of Sarasota, Inc., an exempt organization under section 501 (c)(3) of the Internal Revenue Code, all within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1896, as amended (the "Code"), so long as the Pines of Sarasota, Inc., or an appointed successor not-for-profit corporation, is exempt from federal income tax under Section 501(a) of the Code.

#### ARTICLE IV

The corporation shall have the following powers in addition to those now or hereafter conferred by Florida law:

- (1) Have succession by its corporate name for the period set forth in Article II above.
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
- (4) Elect or appoint such officers and agents as its affairs shall require.
- (5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (6) Increase, by a vote cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
- (7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- (8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
- (9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- (11) Sell, transfer, convey, mortgage, pledge, lease, exchange, or otherwise dispose of all or any part of its property and assets.
- (12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, transfer, convey, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
- (13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as

prohibited by s. 617.0833.

(14) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.

However notwithstanding anything in these Articles of Incorporation to the contrary, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE V

The street address of the registered office of this corporation is 2750 Ringling Boulevard, Suite 3, Sarasota, Florida 34237, and the name of its registered agent at such address is Kraig H. Koach.

#### ARTICLE VI

The corporation shall have a board of directors consisting at least three or more individuals.

(1) The number of directors may be increased or decreased from time to time by amendment to or in the manner provided in the bylaws, but the corporation must never have fewer than three directors.

(2) Directors shall be elected or appointed in the manner and for the terms provided in the bylaws.

(3) Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death.

## **ARTICLE VII**

The names and street addresses of the initial Directors and Incorporator signing these Articles of Incorporation are:

David A. Giordano, M.D.  
Director  
6 Lands End Lane  
Sarasota, FL 34242

Michael R. Pender, Jr., C.P.A.  
Director  
2381 Fruitville Road  
Sarasota, FL 34237

Robert E. Windom, M.D.  
Director  
5450 Eagles Point Circle #403  
Sarasota, FL 34231

Kraig H. Koach, Esq.  
Incorporator  
2750 Ringling Boulevard  
Suite 3  
Sarasota, Florida 34237

## **ARTICLE VIII**

The power to adopt, alter, or amend the Bylaws shall be vested in the Board of Directors of this corporation.

## **ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by law.

## **ARTICLE X**

Upon the dissolution of this corporation, the assets of this corporation shall be distributed to the Pines of Sarasota, Inc., for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax

code, or shall be distributed to a similar not-for-profit organization if the Pines of Sarasota, Inc. is not then in existence, or distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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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29 NOV 2012  
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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

The document is submitted and it is affirmed that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in F.S. 817.155.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of November, 2012.

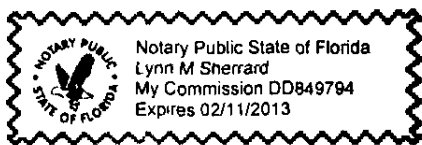
  
\_\_\_\_\_  
**Kraig H. Koach, Incorporator**

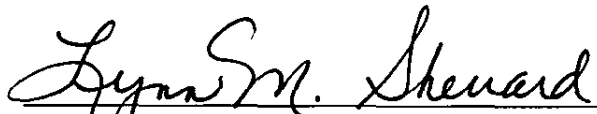
Having been named as registered agent to accept service of process for the above stated not-for-profit corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
**Kraig H. Koach, Registered Agent**

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of November, 2012, by Kraig H. Koach, Incorporator and Registered Agent, who is personally known to me or who produced Florida Driver's License as identification, and who did take an oath.



  
\_\_\_\_\_  
Notary Public