

P0000051595



ACCOUNT NO. : 072100000032

REFERENCE : 710300 81528A

AUTHORIZATION : *Patricia Pruitt*

COST LIMIT : \$ 78.75

ORDER DATE : May 25, 2000

ORDER TIME : 12:06 PM

ORDER NO. : 710300-005

300003267033--0

CUSTOMER NO: 81528A

CUSTOMER: Ms. Donna Madsen  
KENNETH F. OSWALD, ESQ  
KENNETH F. OSWALD, ESQ  
Suite 110  
600 Courtland Street  
Orlando, FL 32804

DOMESTIC FILING

NAME: 922 PENNSYLVANIA AVENUE, 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  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse

EXAMINER'S INITIALS:

*J 5/25/00*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 25 PM 3:23

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
00 MAY 25 PM 1:45

**ARTICLES OF INCORPORATION**

**OF**

**922 PENNSYLVANIA AVENUE, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 25 PM 3: 23

We, the undersigned, being natural persons of legal age, do hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation shall be **922 PENNSYLVANIA AVENUE, INC.** The mailing address of the corporation is 2105 Park Avenue North, Winter Park, Florida 32789.

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

To engage in the business of planning, developing, constructing, owning, operating and selling residential properties of all types and kinds and in conjunction therewith to do all things necessary or required to accomplish said purpose.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate debts of this corporation or any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **FIVE THOUSAND (5,000)** shares of Common Stock having a nominal or par value of **ONE DOLLAR (\$1.00)** per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

**ARTICLE IV**

**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be not less than **FIVE HUNDRED DOLLARS (\$500.00)**.

**ARTICLE V**

**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**

**INITIAL DIRECTORS**

This corporation shall have **TWO (2)** Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders. The name and street address of the Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

**CHRISTOPHER B. HEIDRICH**  
201 North New York Avenue, Suite 300  
Winter Park, Florida 32789-3163

**LESLIE S. STRASBERG**  
2105 Park Avenue North  
Winter Park, Florida 32789

**ARTICLE VII**

**SUBSCRIBERS**

The name and street address of the Subscribers to these Articles of Incorporation are as follows:

**CHRISTOPHER B. HEIDRICH**  
201 North New York Avenue, Suite 300  
Winter Park, Florida 32789-3163

**LESLIE S. STRASBERG**  
2105 Park Avenue North  
Winter Park, Florida 32789

**ARTICLE VIII**

**REGISTERED AGENT**

The name and address of the Registered Agent to accept service of process within the state on behalf of the corporation is: **CHRISTOPHER B. HEIDRICH**, 201 North New York Avenue, Suite 300, Winter Park, Florida 32789, and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this State.

**ARTICLE IX**  
**INDEMNIFICATION**

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

**ARTICLE X**  
**AMENDMENT**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

**ARTICLE XI**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we, the undersigned, being the subscribers to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set my hand and seal this 18 day of May, 2000.

  
\_\_\_\_\_  
CHRISTOPHER B. HEIDRICH

  
\_\_\_\_\_  
LESLIE S. STRASBERG

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18 day of May, 2000, by  
CHRISTOPHER B. HEIDRICH, who is personally known to me and did/did not take an oath.

[Signature]  
NOTARY PUBLIC



(Print, Type or Stamp Commissioned Name of Notary Public)  
NORBERTO SOTO  
Notary Public, State of Florida  
My Comm. Exp. Dec. 4, 2001  
Comm. No. CC 700581  
Personally Known  OR Produced Identification   
Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of May,  
2000, by LESLIE S. STRASBERG, who is personally known to me and did/did not take an  
oath.

[Signature]  
NOTARY PUBLIC



(Print, Type or Stamp Commissioned Name of Notary Public)  
NORBERTO SOTO  
Notary Public, State of Florida  
My Comm. Exp. Dec. 4, 2001  
Comm. No. CC 700581  
Personally Known  OR Produced Identification   
Type of Identification Produced \_\_\_\_\_

**ACCEPTANCE OF REGISTERED AGENT**

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.

[Signature]  
CHRISTOPHER B. HEIDRICH  
Registered Agent