

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO10000017761

Village Oaks Realty - II, Inc.

8000003707678--5
-02/16/01--01100--009
*****78.75 *****78.75

Please
ASAP!!



8

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB 16 PM 1:21

APPROVED
AND
FILED

DIVISION OF CORPORATION

01 FEB 16 PM 1:14

RECEIVED

HW
2/16

ARTICLES OF INCORPORATION OF VILLAGE OAKS REALTY-II, INC.

I, ODED T. MELTZER, the undersigned incorporator of this corporation, do hereby form this corporation and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is **VILLAGE OAKS REALTY-II, INC.**

ARTICLE II

Purpose And Nature Of Business

The purpose of this corporation and general nature of the business to be conducted is to do any business, activity, or endeavor which is lawful in the State of Florida.

ARTICLE III

Duration Of Corporation

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of \$1.00 par value stock.

APPROVED
AND
FILED
01 FEB 16 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Initial Capital Contribution

The amount of capital with which this corporation shall begin business shall not be less than One Hundred (\$100.00) and 00/100 Dollars.

ARTICLE VI

Subscribers

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Village Oaks Apartments Realty Corp.	122 Golden Beach Dr. Golden Beach, FL 33160	100

ARTICLE VII

Directors

The initial number of directors of this corporation shall be three (3). The number of directors may not be increased or decreased.

ARTICLE VIII

Initial Board Of Directors

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of

Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Oded T. Meltzer , President and Director	122 Golden Beach Drive Golden Beach, FL 33160
Sophia P. Stok Director	2875 NE 191st Street, Suite 304 Aventura, FL 33180
Jack Pechtor Secretary, Treasurer and Director	715 Park of Commerce Drive Boca Raton, FL 33487

ARTICLE IX

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

Initial Registered Office And Agent

The street address of the initial principal office of this corporation is 122 Golden Beach Drive, Golden Beach, FL 33160 and the name of the initial Registered Agent of this corporation is Robert A. Stok, Esquire whose address is 2875 Northeast 191st Street, Suite 304, Aventura, Florida 33180.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Additional Rights And Powers

The corporation shall have the further right and power to:

A. From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

C. The stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

D. The corporation reserves the right to amend, alter, change or appeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 14th day of February, 2001.


ODED T. MELTZER
122 Golden Beach Drive
Golden Beach, Florida 33160
Telephone: (305) 558-3092

STATE OF FLORIDA)
COUNTY OF ALACHUA NOTARIZED

The foregoing instrument was acknowledged before me this 14th day of February, 2001, by Oded T. Meltzer, who personally appeared before me at the time of notarization, and who are personally known to me or produced identification in the form of _____ and _____

who did take an oath.

NOTARY PUBLIC

sign

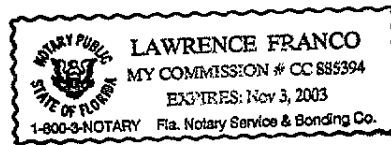
name:

print

Lawrence Franco

State of Florida at Large
(Seal)

My Commission Expires:



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

IN COMPLIANCE WITH Section 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST, that Oded T. Meltzer desires to organize or qualify under the laws of the State of Florida with its principal place of business in the State of Florida, have named, as its agent Robert A. Stok, Esquire whose address is 2875 Northeast 191 Street, Suite 304, Aventura, Florida 33180 to accept service of process within Florida.

Signature: _____

ODED T. MELTZER

DATED this 14th day of February, 2000.

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: _____

ROBERT A. STOK, ESQ., Registered Agent

DATED this 14th day of February, 2000.

APPROVED
AND
FILED
FEB 16 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA