

P03000088344

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000251995 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : BAKER & MCKENZIE
Account Number : 074222002135
Phone : (305)789-8900
Fax Number : (305)789-8953

Client 50720190-20

FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
03 AUG 12 AM 8:22

FLORIDA PROFIT CORPORATION OR P.A.

Biltmore Way Holdings II, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

[Handwritten signature]
8/13/03

((H03000251995 4))

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 AUG 12 AM 8:22

**ARTICLES OF INCORPORATION
OF
BILTMORE WAY HOLDINGS II, INC.**

**ARTICLE I
NAME**

The name of this corporation is **BILTMORE WAY HOLDINGS II, INC.** The street address of its initial principal office and its mailing address is 801 Brickell Avenue, 16th Floor, Miami, FL 33131.

**ARTICLE II
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares."

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

((H03000251995 4))

((H03000251995 4))

The street address of the initial registered office of the Corporation is 801 Brickell Avenue, 16th Floor, Miami, FL 33131, and the name of the initial registered agent of this Corporation at that address is John Sullivan.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one initial director. The number of directors may be either increased or diminished from time to time by the By Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>Name:</u>	<u>Address:</u>
John Sullivan	801 Brickell Avenue, 16 th Floor Miami, FL 33131

**ARTICLE VII
DIRECTOR QUORUM AND VOTING**

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE VIII
VOTING REQUIREMENTS FOR SHAREHOLDERS**

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

**ARTICLE IX
CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

**ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

((H03000251995 4))

((H03000251995 4))

**ARTICLE XI
POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

**ARTICLE XII
DIVIDENDS**

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

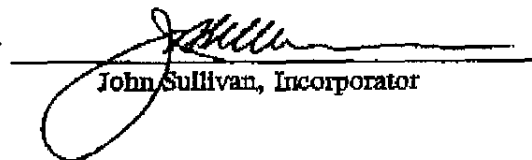
**ARTICLE XIII
INDEMNIFICATION**

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

The name and address of the person signing these Articles is:

John Sullivan
801 Brickell Avenue, 16th Floor
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12th day of August 2003.


John Sullivan, Incorporator

((H03000251995 4))

