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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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FLORIDA PROFIT/NON PROFIT CORPORATION
Hillcrest Properties II, Inc.

Certificate of Status	0
Certified Copy	1
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11 FEB 23 AM 10:49
DIVISION OF CORPORATIONS

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2011 FEB 23 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. B. SMITH FEB 24 2011

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**ARTICLES OF INCORPORATION
of
HILLCREST PROPERTIES II, INC.**

ARTICLE I - NAME

The name of this corporation is Hillcrest Properties II, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

1. To engage in the purchase and sale of real estate.
2. To transact any other lawful business.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, 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 VI - PRINCIPAL OFFICE/MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

450 South Orange Avenue
Orlando, Florida 32801
Attention: Rence W. Smith

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ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the principal registered office of this corporation is 2105 Park Avenue North, Winter Park, Florida 32789 and the name of the initial registered agent of this corporation at that address is Alton L. Lightsey.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. 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 or more than fifteen. The names and addresses of the initial directors of this corporation are:

Renee W. Smith
450 South Orange Avenue
Orlando, Florida 32801

Chirag Bhavsar
450 South Orange Avenue
Orlando, Florida 32801

Tim Little
450 South Orange Avenue
Orlando, Florida 32801

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles are:

Alton L. Lightsey
2105 Park Avenue North
Winter Park, Florida 32789

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XII - MEETINGS


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Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

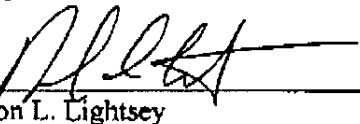
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of February, 2011.



Alton L. Lightsey
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated 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.



Alton L. Lightsey
Date: February 23, 2011

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