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**CORPORATION(S) NAME**

EFFECTIVE DATE

*12-18-76*

*Bampton Estates II Development Corporation*

Profit Arts of Inc.

NonProfit

Limited Liability Co.

Foreign

Amendment

Merger

Dissolution/Withdrawal

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D. BROWN DEC 19 1996

INCORPORATED  
12-18-96

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ARTICLES OF INCORPORATION  
OF  
Boynton Estates II Development Corporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I  
Corporate Name

The name of the corporation shall be:

Boynton Estates II Development Corporation

ARTICLE II  
Principal Mailing Address

The principal mailing address of this corporation shall be:

901 Ponce de Leon Avenue  
Suite 600  
Coral Gables, Florida 33134

ARTICLE III  
Nature of Business

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV  
Duration

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE V  
Capital Stock

The maximum number of shares of stock which this corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares. Such shares

shall be of a single class known as Common Stock, and shall have a par value of ONE DOLLAR (\$1.00) per share. Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered or to be rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares, shall be valid and enforceable in accordance with their terms. No holder of Common Stock shall be entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose.

#### ARTICLE VI Board of Directors

This Corporation shall at all times have at least one (1) director. The stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation shall have at all times a minimum of one (1) director. The By-Laws of this Corporation may provide that the directors be divided into two or more classes whose terms of office shall respectively expire at different times.

#### ARTICLE VII Initial Registered Agent and Registered Office

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

E. Daniel Lopez  
901 Ponce de Leon Blvd.  
Suite 600  
Coral Gables, Florida 33134  
(305) 445-6171

## ARTICLE VIII

### Incorporator

The name and street address of the Incorporator of these Articles of Incorporation is:

Manuel M. Mato  
901 Ponce de Leon Blvd.  
Suite 600  
Coral Gables, Florida 33134

## ARTICLE IVX

### Conflict of Interest

No contract between the Corporation or another corporation of another individual shall be invalidated by reason of the fact that one or more of the officers of the said other corporations, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

## ARTICLE X

### Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by law. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

## ARTICLE XI

### Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at the Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all Directors and Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

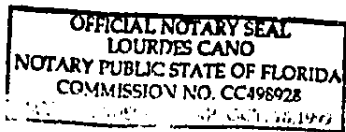
The undersigned incorporator has executed these Articles of Incorporation this 18 day of December 1996.

x Manuel M. Mato  
Manuel M. Mato  
Incorporator

STATE OF FLORIDA        )  
                                  )ss:  
COUNTY OF DADE        )

BEFORE ME, personally appeared MANUEL M. MATO, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 18 day of December 1996.



Lourdes Cano  
NOTARY PUBLIC  
State of Florida at Large

My Commission expires:

Acknowledgment of Appointment by Registered Agent:

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

E. Daniel Lopez  
E. Daniel Lopez

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