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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

NORTH DADE DEVELOPMENT COMPANY

JOSEPH H. MURPHY  
CORAL GABLES

4-23-73

cc: [unclear]  
4/24/73

~~"CLOSE CORPORATION"~~

BRUNSTETTER, MURPHY & MESIANO

ATTORNEYS AT LAW

1830 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

ROSCOE BRUNSTETTER  
JOSEPH H. MURPHY  
BEN V. MESIANO  
JOHN B. BENNETT  
M. WILLIAM FENTON

TELEPHONE 442-2861  
AREA CODE 305

April 19, 1973

Hon. Richard Stone  
Secretary of State  
Tallahassee, Florida

Re: North Dade Development Company

Dear Mr. Stone:

I enclose herewith original and one copy of Certificate of Incorporation of NORTH DADE DEVELOPMENT COMPANY, together with check in the amount of \$68.00, to cover the following costs:

Charter Tax	\$40.00
Filing Fee	15.00
Certified Copy of Charter	10.00
Resident Agent Fee	3.00
Total	\$68.00

If you find the certificate in order, please certify and return the extra copy to me.

Very truly yours,

JOSEPH H. MURPHY

JHM:msa  
Enc.

"CLOSE CORPORATION"

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

of

NORTH DADE DEVELOPMENT COMPANY

WE, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

I

The name of this corporation shall be NORTH DADE DEVELOPMENT COMPANY.

II

The general nature of the business and objects and purposes proposed to be transacted by this corporation are as follows:

1. To buy, sell, deal in, lease, hold or improve real property and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein, and to improve the same and generally to hold, manage, deal with and improve the property of the company and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements, and hereditaments or other property of the company.

2. To act as a general contractor for the construction, repairing and remodeling of buildings and public works of all kinds, and for the improvement of real estate and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

3. To lend money secured by mortgage or other security, or without security; to borrow money for the purpose of investment or for any of the purposes of this corporation, and to issue bonds, debenture stock, notes or other obligations therefor and to secure the same by pledge or

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TALLAHASSEE, FLORIDA

mortgage of the whole or any part of the real estate or personal property of this corporation, or to issue bonds, debenture stock, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the proceeds thereof, and/or the income therefrom; to buy and sell negotiable paper, to execute deeds, mortgages, lot contracts, bonds for title, releases and any other such instruments as may be necessary for the carrying on of the business designated.

4. To transact the business of a real estate agent or broker and on behalf of others, buy, sell, deal in, lease, rent and manage real estate and any interest therein.

5. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation; and the above and foregoing businesses enumerated are intended as illustrative and not restrictive, and this corporation shall have the power to handle such other business or businesses, either in its own behalf or as agent or broker for others, and shall further engage in any or all like or kindred businesses above enumerated; and shall have and exercise all powers, privileges and immunities pertaining to corporations under the Laws of the State of Florida.

### III

The maximum amount of the capital stock of the corporation shall be not more than one hundred (100) shares of par value common stock having a par value of One Hundred (\$100.00) Dollars per share, all of which shall be paid for in lawful money of the United States of America, or in property, labor or services, provided that where said stock is paid for in or by labor, property or services, just valuation thereof shall be fixed by the incorporators or by the Board of Directors in the manner

provided by statute, and the stock issued shall be fully paid and non-assessable.

IV

The amount with which this corporation shall begin business shall be in excess of Five Hundred (\$500.00) Dollars.

V

The existence of the corporation shall be perpetual.

VI

The principal office of this corporation shall be and is hereby located at 1828 Ponce de Leon Boulevard, Coral Gables, Florida 33134, or at such other place or places as the Board of Directors shall from time to time designate. JOSEPH H. MURPHY, whose address is 1830 Ponce de Leon Boulevard, Coral Gables, Florida, is hereby designated as Resident Agent of this corporation, upon whom service of process on this corporation as its business agent may be had until such time as some other Resident Agent has been appointed and certificate of acceptance of such appointment has been filed in the office of the Secretary of State, State of Florida, as provided by law.

VII

The number of its Directors shall be three (3) but the By-Laws may provide for an increase in the number of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed and have qualified.

VIII

The names and street addresses of the members of the first Board of Directors and the subscribers to this Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
V. KATHLEEN KRISE	7435 S. W. 37th Street, Miami, Florida
MARCIA ARGINTAR	5810 S. W. 16th Street, Miami, Florida
BRIDGET CREAM	11180 S. W. 59th Terrace, Miami, Florida



IX

Special charter provisions in furtherance of and not in limitation of the powers conferred by the Laws of the State of Florida:

1. The Board of Directors is expressly authorized to make, alter, amend and repeal the By-Laws; to increase the number of its members under the corporation laws of the State of Florida, and to elect other and/or additional Directors to fill in offices so created; from time to time to determine whether and to what extent and to what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders. The corporation reserves the right to amend, alter or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by the Laws of the State of Florida pertaining to corporations; and all rights conferred to the officers, directors and stockholders herein granted are subject to this reservation.

2. It shall not be required that the directors and officers be stockholders in the corporation.

3. The stock certificates of this corporation, to replace lost or destroyed certificates, shall be issued only in accordance with the By-Laws of the corporation.

X

In the event any stockholder desires to dispose of any of his stock in this corporation during his lifetime, he shall first offer to sell said stock to this corporation at a price to be determined by the book value of the stock as ascertained by a certified public accountant. Any share not purchased by this corporation within sixty (60) days after receipt of offer to sell shall be next offered to the other stockholders, each of whom shall have the right to purchase such portions of the stock offered for sale as the number of shares owned by him at such date shall bear to the total number of shares owned by all

of the other stockholders, provided, however, that if any stockholder does not purchase his full proportionate share of said stock, the unaccepted stock may be purchased by the other stockholders, and any of such stock thereafter not purchased by the corporation or the stockholders may be purchased by any other person or persons, for any amount acceptable to the stockholder wishing to dispose of his said stock, it being understood, however, that this corporation shall not at any one time have more than ten (10) stockholders, all of whom must be individuals or estates of deceased stockholders. No stockholder may be a non-resident alien, and only common stock may be issued. No transfer of stock hereunder shall be valid until the same has been duly recorded in the transfer records of this corporation.

XI

This corporation shall operate in all respects under the Close Corporation Act of the State of Florida (Chapter 63-379 of the Laws of Florida, as amended from time to time) and be entitled to all rights and benefits thereof.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set our hands and seals this 19th day of April, 1973, for the purpose of forming this corporation under the Laws of the State of Florida; and we do hereby make and file in the office of the Secretary of State of Florida, this Certificate of Incorporation, and do hereby certify that the facts contained herein are true and correct.

V. Kathleen Krise  
V. Kathleen Krise

Marcia Argintar  
Marcia Argintar

Bridget Cream  
Bridget Cream

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME the undersigned authority, personally appeared V.



KATHLEEN KRISE, MARCIA ARGINTAR and BRIDGET CREAM, to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and they acknowledged to and before me that they made and subscribed same for the purposes therein mentioned and set forth.

WITNESS my hand and official seal at Coral Gables, Florida,  
this 19th day of April, 1973.

  
Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA at 1973  
MY COMMISSION EXPIRES JULY 31, 1974  
BONDED THROUGH FRED W. DUFSTELER

I ACCEPT THE DESIGNATION OF RESIDENT AGENT FOR THIS CORPORATION.

  
Joseph H. Murphy

# CORPORATION ANNUAL REPORT

① 424304  
CHARTER NUMBER

② 4-24-73  
DATE FOR PREPARED  
DATE OF LAST MEETING

③ 1974  
FISCAL YEAR

④ 59-1469846  
FED EMPLOYER ID NO

⑤ 12  
FISCAL YEAR OF  
ACCOUNTING PERIOD

1974  
1975

⑥  
EXACT  
NAME

NORTH DADE DEVELOPMENT COMPANY

⑦  
RESIDENT  
AGENT  
AND  
STREET  
ADDRESS

JOSEPH H. MURPHY  
1830 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134

HAY 6 8 41 AM  
ST. JAMES VILLAGE  
TALLAHASSEE, FLORIDA

PLEASE READ INSTRUCTIONS ON BACK

⑧  
ADDRESS

1828 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134

⑨  
OFFICERS-DIRECTORS NAMES

STREET ADDRESS

CITY STATE

TITLE

Joseph H. Murphy	701 Alcazar Avenue	Coral Gables, Florida	V. Pres. Dir.
Bert H. Kaaber	1245 S. Alhambra Circle	Coral Gables, Florida	Sec. Dir.
Albert R. Cardenas	5222 S. W. 30th Street	Miami, Florida	Pres. Dir.
Dennis Murphy Jr.	1830 Ponce De Leon	Coral Gables, Florida	Tres. Dir.

CAPITAL STOCK

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⑪

CAPITAL STOCK (NUMBER & BOOK VALUE OF ALL CERTIFICATES OF INTEREST OR PARTS OF STOCK)  
CLASS OR TYPE PAR NO. OF SHARES OUTSTANDING (NUMBER & BOOK VALUE)  
COMMON 100.00 100

I DECLARE THAT ALL FLORIDA DOCUMENTARY STAMP TAXES APPLICABLE TO CORPORATE STOCK OR CERTIFICATES OF INTEREST OR PARTS OF STOCK DURING THE PREVIOUS YEAR HAVE BEEN PAID AS REQUIRED BY CHAPTER 207, FLORIDA STATUTES. I FURTHER DECLARE THAT I AM THE AUTHORIZED PERSON TO SIGN THIS REPORT FOR THE ENTITY AND THAT IT IS TRUE AND CORRECT.

AUTHORIZED SIGNATURE *Albert R. Cardenas*

TITLE PRESIDENT

TEL NO 443-1392

DATE 4/15-75

COMMENTS

No. 4 — 24304 —

OY<sup>3</sup>

NORTH DADE DEVELOPMENT COMPANY

Capital Stock 100 sh com at \$100

Principal Office Coral Gables

Filed April 24, 1973

Filed By CLOSE CORPORATION