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From: Account Name : GREENBERG TRAUERIG (WEST PALM BEACH)
Account Number : 075201001473
Phone : (561) 650-7900
Fax Number : (561) 655-6222

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FLORIDA PROFIT/NON PROFIT CORPORATION

Pioneer Gardens at North Miami, Inc.

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**ARTICLES OF INCORPORATION
OF
PIONEER GARDENS AT NORTH MIAMI, INC.
(A Florida Corporation Not For Profit)**

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation shall be PIONEER GARDENS AT NORTH MIAMI, INC. (the "Corporation") and the principal place of business and the mailing address of the Corporation shall be at 615 N.E. 124th Street, North Miami, Florida 33161.

**ARTICLE II
OBJECT AND PURPOSE**

A. The purpose of the Corporation shall be limited to owning, operating, managing and leasing the property commonly known as Biscayne Landing (the "Property") to lessen the burdens of the Property on the government of the City of North Miami, Florida (the "City") and any and all lawful activities incidental thereto.

B. It is intended that this Corporation is organized as an entity all the income of which is excluded from gross income for Federal income tax purposes under Section 115(1) of the Internal Revenue Code or the corresponding section of any future Federal tax code. The Property is dedicated irrevocably to lessening the burdens of the City. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any person, except for (i) reasonable compensation, as determined by the Board of Directors of the Corporation, for services rendered by any person to the Corporation, and (ii) other payments in furtherance of the purposes of the Corporation as set forth Section A of this Article II.

C. The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors is required to any of the following actions:

- (a) causing the Corporation to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation;

- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy;
 - (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of the properties of the Corporation;
 - (g) making any assignment for the benefit of the Corporation's creditors; or
 - (h) taking any action or causing the Corporation to take any action in furtherance of any of the foregoing.
2. For so long as the Indebtedness is outstanding, the Corporation shall not:
- (a) amend these Articles of Incorporation;
 - (b) engage in any business activity other than as set forth in Section A of this Article II; or
 - (c) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets.
3. The Corporation shall
- (a) not commingle its assets with those of any other entity and hold its assets in its own name;
 - (b) conduct its own business in its own name;
 - (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
 - (d) maintain its books, records, resolutions and agreements as official records;
 - (e) pay its own liabilities out of its own funds;
 - (f) maintain adequate capital in light of contemplated business operations;
 - (g) observe all corporate or other organizational formalities;
 - (h) maintain an arm's length relationship with its affiliates;

- (i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- (j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (k) not acquire obligations or securities of affiliates or shareholders;
- (l) not make loans to any other person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices, and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

ARTICLE III **MEMBERSHIP**

The sole member of the Corporation shall be the City acting through its City Council. The member may not assign, convey, mortgage, pledge or otherwise transfer or grant a security interest in any part of its interest in the Corporation. The voting and other rights of the sole member shall be as provided in the by-laws of the Corporation.

ARTICLE IV **DIRECTORS**

The property, business and affairs of this Corporation shall be managed by a Board of Directors which shall consist of five (5) members. The method of election of the directors shall be as stated in the by-laws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the by-laws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, supervoting rights for one or more designated directors..

ARTICLE V **BY-LAWS**

By-Laws of the Corporation may be adopted, amended, modified or rescinded by the Board of Directors.

ARTICLE VI
TERM OF EXISTENCE

This term for which this Corporation shall exist shall be perpetual.

ARTICLE VII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, any and all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the City pursuant to a plan of dissolution adopted and approved by the Board of Directors.

ARTICLE VIII
REGISTERED OFFICE; REGISTERED AGENT

The street address of the Corporation's registered office in the State of Florida is 1221 Brickell Avenue, Miami, Florida 33131 and the name of its registered agent at such office is Robert J. Robes, Esq.

ARTICLE IX
INCORPORATOR

The name and address of the sole incorporator is Robert J. Robes, Esq., Greenberg Taurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 18th day of July, 2008.



Robert J. Robes, Esq., Incorporator

**CERTIFICATE ACCEPTING APPOINTMENT
AS REGISTERED AGENT**

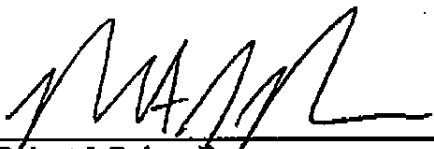
WITNESSETH:

That PIONEER GARDENS AT NORTH MIAMI, INC., a not-for-profit corporation duly organized under the laws of the State of Florida, which has its principal office in North Miami, Florida, has named Robert J. Robes, Esq., located at 1221 Brickell Avenue, Miami, Florida 33131, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated not-for-profit 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, and I accept the duties and obligations of Sections 617.0501 and 617.0503 Florida Statutes.

Dated this 18th day of July, 2008.



Robert J. Robes, Esq.

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