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# GELFAND & ARPE, P.A.

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BY APPOINTMENT

COMPSON FINANCIAL CENTER  
980 NORTH FEDERAL HIGHWAY  
SUITE 434  
BOCA RATON, FL

REPLY TO WEST PALM BEACH

August 4, 2009

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: The 455 Worth Avenue Corp. Not for Profit Domestication**

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEES:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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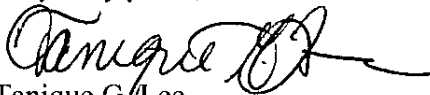
Henry W. Sage, Jr.: 455 Worth Avenue Palm Beach, FL 33480

Daytime Telephone Number : 561-655-8013

E-mail address (to be used for future annual report notification):  
[paige@robinsonproperties.net](mailto:paige@robinsonproperties.net)

Please confirm filing and provide a certified copy.

Very truly yours,

  
Tanique G. Lee  
For the Firm

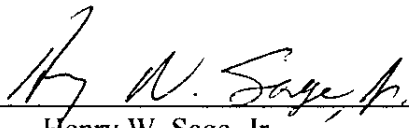
TGLA  
Enclosure  
cc: The 455 Worth Avenue Corp.

**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

The undersigned, Henry W. Sage, Jr., President of The 455 Worth Avenue Corp., a foreign Corporation "corporation" in accordance with Section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was February 13, 1957.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was "The 455 Worth Avenue Corp."
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to s. 617.01201 and 617.0202, Fla. Statutes with this certificate is "The 455 Worth Avenue Corp."
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the state of Florida.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 617.1803 Fla. State.

I am President, of The 455 Worth Avenue Corp. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 25 day of August, 2009.



Henry W. Sage, Jr.  
President of The 455 Worth Avenue Corp.

<b>Filing Fee:</b>	
<b>Certificate of Domestication</b>	<b>\$50.00</b>
<b>Articles of Incorporation and Certified Copy</b>	<b>\$78.75</b>
<b>Total to domesticate and file</b>	<b>\$128.75</b>

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## ARTICLES OF INCORPORATION

### ARTICLE I NAME

The name of the corporation shall be: The 455 Worth Avenue Corp.

### ARTICLE II PRINCIPAL OFFICE

The corporation's principal place of business and mailing address shall be: 455 Worth Avenue, Palm Beach, Florida 33480.

### ARTICLE III PURPOSE

The corporation's nature of the business, or objects or purposes to be transacted, promoted or carried on are:

- (a) To purchase, or otherwise acquire, operate and manage a single housing project on a non-profit basis and in the interest and for the housing of its members and other lawful occupants.
- (b) In connection with such project, the corporation shall either itself or by or through a subsidiary corporation, or by contract, lease or otherwise, provide such community facilities, services and benefits as may be necessary or convenient for the welfare of its members and the usefulness of the project.
- (c) In furtherance of the foregoing purposes, the corporation shall have power to purchase, lease or otherwise acquire land, both improved and unimproved, and to construct or locate an apartment building and facilities thereon, to manage such property, and to do any and all other things necessary or convenient for the fulfillment of the purposes of this corporation.
- (d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.
- (e) To borrow or raise moneys for any of the purposes of the corporation, and from time to time, without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.
- (f) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in the State of Florida, and in any or all states of the United States of America; and to maintain offices and agencies in the State of Florida, and in any or all states of the United States.

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- (g) The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of this Certificate of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.
- (h) The corporation shall be authorized to exercise and enjoy all of the power, right and privileges granted to, or conferred upon, corporations of a similar character by the General Corporation Law of the State of Florida now or hereafter in force, and to do any and all of the things herein before set forth to the same extent as natural persons might or could do.

#### **ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed: elections of directors need not be by ballot unless the By-Laws shall provide. The manner of election is pursuant to the By-Laws.

#### **ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

The names and addresses and specific titles of the initial Directors and their positions as officers are:

Henry W. Sage, Jr.	President
Rosemary Fritz	Secretary
Charles Kibort	Vice President
Gregg Sessa	Treasurer
Paige Robinson	Assistant Secretary
Nancy Victor	Director

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#### **ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is Michael J. Gelfand, Esq., Gelfand & Arpe, P.A., Regions Financial Tower, 1555 Palm Beach Lakes Blvd., Suite 1220, West Palm Beach, Florida 33401-2329.

#### **ARTICLE VII INCORPRATOR**

The name and address of the incorporator is:

Henry W. Sage, Jr. 455 Worth Avenue, Palm Beach, FL 33480

\*\*\*\*\*

*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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Signature/Registered Agent

MICHAEL J. GELFAND

Date

8/31/09

Signature/Incorporator

Date

8/25/09