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December 6, 2010

Reply To:  
Port St. Lucie  
Lance D. Clouse, Esq.  
Direct dial: (772) 871-9320  
L.Clouse@becker-poliakoff.com

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Taromina Apts. Inc. Domestication of Foreign Corporation**

To Whom It May Concern:

Please be advised that this Firm serves as counsel for Taromina Apts. Inc. Enclosed please find the original and one (1) copy of the Certificate of Domestication, Certificate of Incorporation and accompanying documentation for the domestication of Taromina Apts. Inc., a Delaware corporation prior to this domestication. In addition, please find the enclosed check, no. 11069, in the amount of \$128.75 for the requisite filing fees. Please note that Taromina Apts. Inc. also has been a foreign corporation registered to do business in Florida since 1960 under Document Number 814298.

Should you have any questions regarding the above, please do not hesitate to contact me.

Very truly yours,

Lance D. Clouse  
For the Firm  
Enclosures (as stated)  
cc: Board of Directors

ACTIVE: 3176055\_1

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December 22, 2010

Reply To:  
Port St. Lucie  
Lance D. Clouse, Esq.  
Direct dial: (772) 871-9320  
LClouse@becker-poliakoff.com

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Attn: Ms. Ruby Dunlap  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Taromina Apts. Inc.: Domestication of Corporation in Florida;  
Articles of Incorporation Signed by Florida Incorporator**

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TAMPA BAY

WEST PALM BEACH

Dear Ms. Dunlap:

As you may recall, this Firm serves as counsel for Taromina Apts. Inc. ("Association"). As requested, enclosed please find an original copy of the articles of incorporation for Taromina Apts. Inc. signed by Carol Theiler as the incorporator, to complete the filing of the Certificate of Domestication previously submitted to you. Please substitute the enclosed articles of incorporation for the previous version for your consideration along with the Certificate of Domestication and Board Resolution previously submitted.

Thank you for your cooperation, and please do not hesitate to contact me should you have any questions.

Very truly yours,

Lance D. Clouse  
For the Firm

LDC/lc

Enclosure (as stated)

cc: Carol Theiler (Via E-Mail: ctheiler@charter.net).✓

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**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

The undersigned, Carol Theiler, President,  
(Name) (Title)

of Taromina Apts. Inc. a foreign corporation,  
(Corporation Name)  
in accordance with s. 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was March 11, 1960.
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 Taromina Apts. Inc..
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 with this certificate is Taromina Apts. Inc.
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 Delaware.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am Carol Theiler, of Taromina Apts. Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 18 day of November, 2010.

Carol R Theiler

(Authorized Signature)

CAROL R THEILER PRESIDENT

**Filing Fee:**

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

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION  
OF

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TAROMINA APTS. INC.

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**FIRST:** The name of the corporation is TAROMINA APTS.

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TALLAHASSEE, FLORIDA

**SECOND:** The principal address of the corporation shall be 1936 South Ocean Drive, Hallandale Beach, Florida 33009. The name and address of its resident agent shall be as designated by the Board of Directors from time to time.

**THIRD:** The 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 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 the 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 evidences 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 the District of Columbia, and in any or all states of the United States of America; and to maintain offices and agencies in the State of Florida, the District of Columbia, and in any or all states of the United States.

(g) The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited to or restricted by reference to, or interference from, the terms of any other clause of this or any other articles 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 powers, rights, and privileges granted to, or conferred upon, not-for-profit corporations in the State of Florida now or hereafter in force, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

**FOURTH:** This corporation shall be organized without capital stock. Membership in the corporation and the transfer thereof shall be upon such terms and conditions as shall be provided in the by-laws.

**FIFTH:** The names and places of residence of the incorporators of the corporation when originally formed under the laws of Delaware are listed for historical purposes as follows:

<b>Names</b>	<b>Residences</b>
S. Lee Crouch	136 Sunset Drive, Hallandale, Florida
Ruth A. LaFavre	2843 Funston Street, Hollywood, Florida
Leonora S. Fernandes	3229 Cleveland Street, Hollywood, Florida.

In addition, the name and place of residence of the incorporator with the power and authority to domesticate the corporation in Florida is as follows:

<b>Name</b>	<b>Residence</b>
Carol Theiler	1936 South Ocean Drive, Hallandale Beach, Florida.

**SIXTH:** The corporation is to have perpetual existence.

**SEVENTH:** The private property of the members shall not be subject to the payment of corporate debts in any extent whatsoever.

**EIGHTH:** The management of the affairs of the corporation shall be conducted by its Board of Directors in accordance with requirements of its by-laws. During the first year of its corporate existence, the Board of Directors shall have the power and authority to make, alter and amend the by-laws of the corporation, thereafter the power and authority to make, alter and amend the bylaws shall vest in the membership on such terms and with such delegated rights in the Directors as shall be expressly stated in the by-laws.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To set apart out of any of the funds of the corporation a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation, to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of three-fourths of the entire membership given at a meeting of the members duly called for that purpose, or when authorized by the written consent of three-fourths of the entire membership to sell, lease or exchange or mortgage all of the property and assets of the corporation including its good will and its corporate franchises, upon such terms and conditions and for such considerations as its Board of directors shall deem expedient and for the best interests of the corporation.

**NINTH:** Meetings of members shall be held within the State of Florida. The books of the corporation shall be kept within the State of Florida at such place or places as may be from time to time designated by the Board of Directors or in the by-laws of the corporation.

**TENTH:** The Board of Directors shall provide in the by-laws of the corporation for a stated amount of capital to be allocated to each of the apartments located in the cooperative apartment building to be operated by the corporation. The total of said stated amounts shall constitute the capital of the corporation.

The stated capital allocated to each apartment cannot be changed by amending the by-laws or the certificate of incorporation, anything contained herein to the contrary notwithstanding.

**ELEVENTH:** The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation, it being provided, however, that said reserved right to amend, alter, change or repeal may be exercised only with the approval of three-fourths of the entire membership obtained by written consent or at a meeting called for such purpose.

**ADDITIONAL DISCLOSURES FOR FLORIDA DOMESTICATION**

1. The method of election and appointment of directors is provided in the by-laws.
2. The current registered agent for the corporation is:

Becker & Poliakoff, P.A.  
Attn: Gary A. Poliakoff, J.D.  
3111 Stirling Road  
Ft. Lauderdale, FL 33312-6525

*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 relative to the proper and  
complete performance of my duties, and I am familiar with and accept the obligation of  
my position as registered agent.*




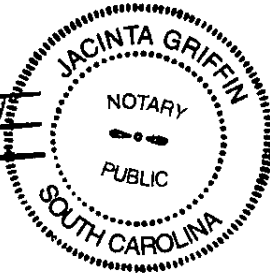
Signature of Registered Agent

12-22-10

Date

IN WITNESS WHEREOF, the aforesaid Incorporator has hereunto set her hand this  
21<sup>st</sup> day of December, 2010.

  
Notary  
Commission Expires: 5/8/11  
Today's Date: 12/21/10  
State of South Carolina  
County of Spartanburg





Carol Theiler, President  
as incorporator

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TALLAHASSEE, FLORIDA



**BOARD RESOLUTION  
OF  
TAROMINA APTS. INC.**

WHEREAS, Taromina Apts. Inc. ("Association") is a not-for-profit corporation originally incorporated in the State of Delaware and registered as a foreign corporation in the State of Florida; and

WHEREAS, the Association operates a residential cooperative in Hallandale, Florida, with all or substantially all of its assets located and/or maintained within the State of Florida; and

WHEREAS, the Association has issued no shares of capital stock in the Association; and

WHEREAS, the Association desires to convert from a Delaware corporation and domesticate as a Florida corporation; and


WHEREAS, the Association has sought and obtained approval from the membership in accordance with the Association's governing documents; and

NOW THEREFORE, in consideration of the foregoing premises, the Board of Directors has adopted the following resolution.

1. The above recitations are true and correct.
2. The Board of Directors hereby adopts this Resolution and approves the conversion of the Association from a Delaware not-for-profit corporation and the domestication of the Association as a Florida not-for-profit corporation.
3. By adoption of this Resolution, the Board of Directors authorizes the President of the Association to take such action as deemed necessary to effectuate the conversion and domestication of the Association, including but not limited to the filing of a Certificate of Conversion with the Delaware Division of Corporations, the filing of a Not For Profit Certificate of Domestication with the Florida Department of State Division of Corporations, and any and all other documentation and filing fees or charges necessary to so effectuate the conversion/domestication.

This Resolution was duly adopted by the Board of Directors at an open meeting held on November 18, 2010.

WITNESSES:  
(TWO)



Signature

Kelly Richards

Printed Name



Signature

Elizabeth Bagwell


Printed Name

TAROMINA APTS. INC.



Carol Theiler, President

Date: November 19, 2010

  
Notary State of SC

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TALLAHASSEE, FLORIDA

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