

# N95000002689

FILED  
95 JUN -1 10:28  
TALLAHASSEE, FLORIDA

Proskauer Rose Gertz & Mendelsohn  
(Requestor's Name)  
2255 Glades Road, Suite 310 West  
(Address)  
Boca Raton, Florida 33431-7360  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- J & M - Corp Transition South, Inc. 700001508497  
(Corporation Name) (Document #) 06/01/95--01067--018  
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(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
JLM - INN TRANSITION SOUTH, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is JLM - INN TRANSITION SOUTH, INC.

ARTICLE II

The Corporation is a non-profit corporation, organized solely for educational and other charitable purposes pursuant to the Florida Not-for-Profit Corporation Act set forth in Section 617 of the Florida Statutes.

ARTICLE III

The term of existence of the Corporation is perpetual.

ARTICLE IV

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, or educational, or the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States revenue law. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States revenue law.

ARTICLE V

The powers of the Corporation shall be exercised, its property controlled and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The number of Directors of the Corporation may be increased by a By-Law duly adopted by the Directors. The method of election and removal of the Directors of the Corporation is set forth in the By-Laws of the Corporation.

The names and addresses of the initial members of the Board of Directors are as follows:

| <u>NAME</u>     | <u>ADDRESS</u>                                |
|-----------------|-----------------------------------------------|
| Lynn M. Summers | 2325 Salzedo Street<br>Coral Gables, FL 33134 |
| Teresa S. Zohn  | 2325 Salzedo Street<br>Coral Gables, FL 33134 |
| Angela Hoppe    | 2325 Salzedo Street<br>Coral Gables, FL 33134 |

#### ARTICLE VI

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors or Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes set forth in Article IV hereof.

#### ARTICLE VII

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes set forth in Article IV hereof (including distributing them to such organization or organizations organized and operated exclusively for the purposes set forth in Article VI hereof as shall, at the time, qualify as an organization or organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States revenue law).

#### ARTICLE VIII

The Corporation shall have no Members.

**ARTICLE IX**

The name and address of the Sole Incorporator of the Corporation is as follows:

George A. Pincus, Esq.  
2255 Glades Road, Suite 340W  
Boca Raton, FL 33431

**ARTICLE X**

Subject to the limitations contained in the By-Laws, and any limitation set forth in the Florida Not for Profit Corporation Act, By-Laws of the Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by the procedure set forth therefor in the By-Laws.

**ARTICLE XI**

The name of the Corporation's registered agent and the address of its registered office shall be:

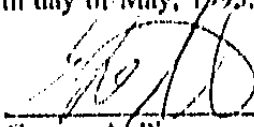
Vivianne A. Wicker  
2325 Salzedo Street  
Coral Gables, FL 33134

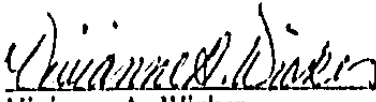
**ARTICLE XII**

The address of the principal office and the mailing address of the Corporation is:

2325 Salzedo Street  
Coral Gables, FL 33134



The undersigned, being the Sole Incorporator and Registered Agent of the Corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 25th day of May, 1995.

  
George A. Pincus  
Incorporator

  
Vivianne A. Wicker  
Registered Agent

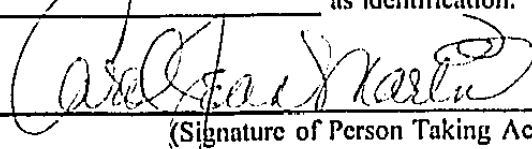
STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PALM BEACH )

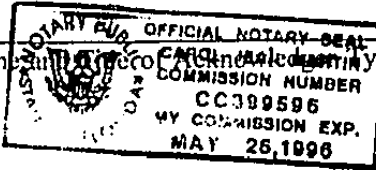
The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of May, 1995 by George A. Pincus, who is personally known to me.

  
Carol Ann Bruno  
(Name and Title of Acknowledger Typed, Printed or Stamped)  
  
MY COMMISSION # CC407844 EXPIRES  
September 18, 1998  
BONDED THIRD TROY FAIR INSURANCE, INC.

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of May, 1995 by Vivianne A. Wicker. She is (check one)  personally known to me or  has produced \_\_\_\_\_ as identification.

  
(Signature of Person Taking Acknowledgment)

\_\_\_\_\_  
(Name and Title of Acknowledger Typed, Printed or Stamped)  
  
OFFICIAL NOTARY SEAL  
COLLEEN A. BRUNO  
COMMISSION NUMBER  
CC399596  
MY COMMISSION EXP.  
MAY 26, 1996

**CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
05 JUN -1 04:28  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: JLM - INN TRANSITION SOUTH, INC.
2. The name and address of the registered agent and office is:

Vivianne A. Wicker  
2325 Salzedo Street  
Coral Gables, FL 33134

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 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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Vivianne A. Wicker

Date: May 30, 1995

6300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, FL 33131-2330  
305-579-0300  
Fax: 305-579-0321

Morgan, Lewis  
& Bockius LLP  
COUNSELLORS AT LAW

**N95000002689**

Kara L. MacCullough  
305-579-0446

June 20, 1996

06/25/96 01142 019  
\*\*\*\*\*95.00 \*\*\*\*\*95.00

Florida Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

5000018754845  
-06/25/96 --01142--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: JLM - Inn Transition South, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-referenced corporation, together with our check made payable to the Secretary of State in the amount of \$35 covering the cost for filing same.

Kindly file the enclosed document accordingly and return the stamped copy to the undersigned in the enclosed self-addressed envelope provided.

Sincerely,

*Kara L. MacCullough*

Kara L. MacCullough

KLM/rn  
Enclosures

*Amend*  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 24 PM 3:11  
JUL JUN 28 1996

HT01/199643.1

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
JLM - INN TRANSITION SOUTH, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 24 PM 3:11

Pursuant to the provisions of Section 617.1006 of the Florida Not For Profit Corporation Act, the undersigned, JLM - Inn Transition South, Inc., a Florida non-profit corporation, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is JLM - Inn Transition South, Inc.
2. The Articles of Incorporation are amended as follows:

(i) Article IV is amended to read as follows:

ARTICLE IV

This corporation is organized exclusively to serve as a real estate holding company as permitted by Section 501(c)(2) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these articles of incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by an organization exempt from Federal Income taxation under Section 501(c)(2) of the Internal Revenue Code of 1986, as amended.

3. Members are not entitled to vote. This amendment was adopted by the board of directors on June 1, 1995.

I declare that I have examined the foregoing Article of Amendment to Articles of Incorporation and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete.

Executed this 20th day of June 1996.

  
Kara L. MacCullough  
Secretary