

# N9500002690

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95 JUN - 1 AM 10:37  
CORPORATION DIVISION  
FLORIDA

Proskauer Rose Goetsch Mendelsohn  
(Requestor's Name)  
2255 Glades Road, Suite 340 West  
(Address)  
Boca Raton, Florida 33431-7360  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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

- G/M - Headquarters, Inc.  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)

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

BROWN JUN - 9 1995

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
JLM - HEADQUARTERS, INC.

FILED  
05 JUN -1 AM 10:37  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is JLM - HEADQUARTERS, 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>
Susan J. Moll	2325 Salzedo Street Coral Gables, FL 33134
Holly J. Battle	2325 Salzedo Street Coral Gables, FL 33134
Kathleen Morman	2325 Salzedo Street 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.

[Signature]  
George A. Pincus  
Incorporator

[Signature]  
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.

[Signature]  
(Signature of Person Taking Acknowledgment)  
 MY COMMISSION # CC407844 EXPIRES  
September 18, 1998  
BONDED THROUGH TROY FAN INSURANCE, INC.  
\_\_\_\_\_  
(Name and Title of Acknowledger Typed, Printed or Stamped)

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]  
(Signature of Person Taking Acknowledgment)

\_\_\_\_\_  
(Name and Title of Acknowledger Typed, Printed or Stamped)  
 OFFICIAL NOTARY PUBLIC  
STATE OF FLORIDA  
NAME: JEAN MARTIN  
COMMISSION NUMBER  
CC389596  
MY COMMISSION EXP.  
MAY 26, 1998

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

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 - HEADQUARTERS, INC.
2. The name and address of the registered agent and office is:

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

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55 JUN -1 11:18:37  
STATE  
SECRETARY OF FLORIDA

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 2, 1995

N95000002690

Bank First Union Financial Center

200 South Biscayne Boulevard

Miami, FL 33131-2339

305-679 0300

Fax: 305-679 0321

Morgan, Lewis  
& Bockius LLP  
COUNSELORS

FILED  
98 JUL 12 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Kara L. MacCullough  
305-679 0446

July 10, 1996

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

500001892695  
-07/12/96--01087--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: JLM - Headquarters, 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

MI01/199643.1

SA JUL 12 1996

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
JLM - HEADQUARTERS, INC.

FILED  
96 JUL 12 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 617.1006 of the Florida Not For Profit Corporation Act, the undersigned, JLM - Headquarters, 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 - Headquarters, Inc.
2. The Articles of Incorporation are amended as follows:

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

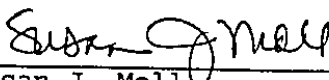
ARTICLE IV

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 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.

  
\_\_\_\_\_  
Susan J. Moll  
President



N950000.0.2690

8300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, FL 33131-2339  
305-579-0300  
Fax: 305-579-0321

Morgan, Lewis  
& Bockius LLP  
C O U N S E L O R S   A T   L A W

Kara L. MacCullough  
305-579-0446

March 28, 1997

700002140717--9  
-04/11/97--01086--026  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

VIA FEDEX

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

Re: JLM Inn Transition North, Inc.  
JLM -Headquarters, Inc.

SH 4/10  
Amend. & Rest.

FILED  
97 APR -9 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find the original and one copy of the Amended and Restated Articles of Incorporation for each of the above-referenced not for profit corporations. A check in the amount of \$70.00 covering the cost for filing the enclosed documents is enclosed herein.

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

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97 MAR 31 PM 3:43  
DIVISION OF CORPORATIONS

H101A/2757.1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 3, 1997

Kara L. MacCullough  
Morgan, Lewis & Bockius  
200 S. Biscayne Blvd.  
Miami, FL 33131-2339

SUBJECT: JLM - HEADQUARTERS, INC.  
Ref. Number: N95000002690

We have received your document for JLM - HEADQUARTERS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 797A00016829

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JLM - HEADQUARTERS, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned, JLM - Headquarters, Inc., a Florida non-profit corporation (the "Corporation"), does hereby make and execute these Amended and Restated Articles of Incorporation:

1. The name of the Corporation is JLM - Headquarters, Inc.
2. The Amended and Restated Articles of Incorporation read as follows:

**ARTICLE I  
NAME**

The name of the Corporation is JLM - HEADQUARTERS, INC.

**ARTICLE II  
PRINCIPAL ADDRESS**

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

713 Biltmore Way  
Coral Gables, Florida 33134

**ARTICLE III  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE IV  
PURPOSES**

1. This Corporation is organized exclusively to serve as a charitable organization as permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, specifically to own the property located at 713 Biltmore Way, Coral Gables, Florida, for the exclusive use of Junior League of

**FILED  
97 APR -9 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Miami, Inc., a charitable organization qualified as a tax-exempt organization under Section 501(c)(3).

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 these Articles of Incorporation.
3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Florida pursuant to the provisions of the Florida Not For Profit Corporations Act.

#### **ARTICLE V BOARD OF DIRECTORS**

The Corporation shall be organized on a non-stock basis. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the Corporation as from time to time in effect. The number of members of the Board of Directors shall be established by the Bylaws, but in no event shall be less than three (3) nor more than seven (7). The Board of Directors shall be elected by the sole member of the Corporation in the manner set forth in the Bylaws. The member shall have the right to remove any director at any time.

#### **ARTICLE VI MEMBERS**

The Corporation shall have one class of members. The sole member of the class shall be the Junior League of Miami, Inc. The member

shall have the right to elect and remove all directors, to designate the disposition of assets in the case of dissolution in accordance with Article VII hereof and to approve all other actions as specified in the Bylaws. Qualification for membership, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws

#### **ARTICLE VII DISSOLUTION**

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 to the Junior League of Miami, Inc. or to such other charitable organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or governmental entity as authorized by the Corporation's sole member.

#### **ARTICLE VIII AMENDMENT**

The Member of the Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation. Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

#### **ARTICLE IX BYLAWS**

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 X**  
**REGISTERED OFFICE AND AGENT**

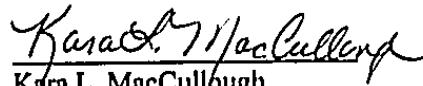
The name of the Corporation's registered agent and the address of its registered office shall be:

Sandra C. Space  
713 Biltmore Way  
Coral Gables, FL 33134

3. This Amended and Restated Articles of Incorporation includes amendments that required approval. Members were not entitled to vote at the time of the adoption of this Amended and Restated articles of incorporation. This amendment was adopted by the board of directors on February 18, 1997.

I declare that I have examined the foregoing Amended and Restated 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 February, 1997.


  
Kara L. MacCullough  
Secretary

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of JLM - Headquarters, Inc. and agrees to comply with the provisions of the laws of Florida, including Section 617.0503, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: April 8, 1997

  
Sondra Space  
Registered Agent