

N95000002690

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

Kara L. MacCullough
305-579-0446

March 28, 1997

VIA FEDEX

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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

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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
Kara L. MacCullough

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97 MAR 31 PM 3:43
DIVISION OF CORPORATIONS

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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

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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