



THE UNITED STATES  
CORPORATION  
COMPANY

N99000006673

FILED

99 OCT 29 AM 8: 28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 444371 9029A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : October 29, 1999

ORDER TIME : 12:43 PM

ORDER NO. : 444371-005

500003029645--8

CUSTOMER NO: 9029A

CUSTOMER: Steven Deutsch, Esq  
FRANK EFFMAN WEINBERG & BLACK,  
FRANK EFFMAN WEINBERG & BLACK,  
Second Floor  
8000 Peters Road  
Plantation, FL 33324

DOMESTIC FILING

NAME: WINDMILL STABLES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

032

EXAMINER'S INITIALS:

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 OCT 29 PM 3: 11

RECEIVED

*PH 11/12/99*

*W99-2502F*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 29, 1999

CSC NETWORKS

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: WINDMILL STABLES, INC.  
Ref. Number: W99000025028

We have received your document for WINDMILL STABLES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

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.")

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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 (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 999A00052128

RECEIVED  
99 NOV -9 PM 1:43  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

99 OCT 29 AM 8:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR WINDMILL STABLES, INC.**  
(a Florida corporation not for profit)

The undersigned incorporators by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida and Chapter 617 of the Florida Statutes, and hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be: WINDMILL STABLES, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation."

**ARTICLE II**  
**PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful purpose or purposes not for pecuniary profit permitted under the laws of the State of Florida and not specifically prohibited to corporations under other laws of the State of Florida. In addition, to operate and maintain Equestrian and recreational facilities, and any ancillary activities related there to.

**ARTICLE III**  
**MEMBERS**

The Corporation shall have no members.

**ARTICLE IV**  
**TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

ARTICLE V  
INCORPORATORS

The names and address of the Incorporators to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Braun	1601 North Palm Avenue, Suite 301 Pembroke Pines, Florida 33026

ARTICLE VI  
DIRECTORS

6.1 Number and Qualification. The property, business and affairs of the Corporation shall be managed by a board (the "Board of Directors") consisting of the number of Directors determined in the manner provided by the Bylaws, shall consist of not less than three (3) Director.

6.2 Duties and Powers. All of the duties and powers of the Corporation, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees.

6.3 Appointment; Removal. Directors of the Corporation shall be appointed in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.

6.4 First Directors. The names of the members of the first board who shall hold office until their successors are appointed, as provided in the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Braun	1601 North Palm Avenue, Suite 301 Pembroke Pines, Florida 33026
Frank May	1601 North Palm Avenue, Suite 301 Pembroke Pines, Florida 33026

Florio Abbate

13925 NW 60<sup>th</sup> Avenue  
Miami Lakes, Florida 33014

ARTICLE VII  
INDEMNIFICATION

7.1 Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Corporation, and with respect to any criminal action or proceeding, had unreasonable cause to believe that his conduct was unlawful.

7.2 Expenses. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 7.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

7.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf

of the affected Director, officer, employee or agent to repay such amount unless it shall be ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this Article VII.

7.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

7.5 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and insured by him in any such capacity, or arising out of his status as such.

#### ARTICLE VIII AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Boars of Directors by a majority vote of the directors then in office.


#### ARTICLE IX RESIDENT AGENT

The Resident Agent of the Corporation, for purposes of accepting service of process, shall be STEVEN W. DEUTSCH and the address of the initial Registered Office is 8000 Peters Road, Plantation, Florida 33324.

#### ARTICLE X PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the Corporation is 8000 Peters Road, Plantation, Florida 33324.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purpose of forming the Corporation this 8 day of November, 1999.

  
\_\_\_\_\_  
DAVID BRAUN, INCORPORATOR

**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE**

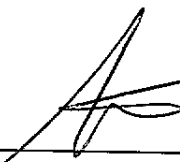
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

D E S I G N A T I O N

WINDMILL STABLES, INC., desiring to organize under the laws of the State of Florida, hereby designates STEVEN W. DEUTSCH as its registered agent and at 8000 Peters Road, Plantation Florida 33324 as its registered office.

A C C E P T A N C E

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

  
\_\_\_\_\_  
STEVEN W. DEUTSCH  
(Registered Agent)

FILED  
99 OCT 29 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA