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## Florida Department of State

Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

RIVER POINTE MANAGEMENT CORPORATION

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**ARTICLES OF INCORPORATION  
OF  
RIVER POINTE MANAGEMENT CORPORATION**

The undersigned, acting as incorporator of **RIVER POINTE MANAGEMENT CORPORATION** (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the Corporation is: **RIVER POINTE MANAGEMENT CORPORATION.**

**ARTICLE II  
COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on date of filing.

**ARTICLE III  
DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV  
PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

**ARTICLE V  
PRINCIPAL OFFICE**

The principal office of the Corporation shall be: 350 West Flagler Street, Miami, Florida 33130.

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ARTICLE VI  
AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is: Andrew J. Nierenberg, Esq.

ARTICLE VIII  
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and address of the director is:

<u>Name</u>	<u>Address</u>
Peter A. Swartz	350 W. Flagler Street Miami, Florida 33131

ARTICLE IX  
MAJORITY CONSENT MEETINGS

Any action required or permitted to be taken at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the non-consenting Stockholders by (among other methods) mailing said notice to said Stockholders by first class mail, postage prepaid, to the address of record.

ARTICLE X  
CONFLICTS OF INTEREST

No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

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(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the Stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves or ratifies such contract or transaction.

#### ARTICLE XI LENDING TO DIRECTORS

The Corporation shall not lend money to or use its credit to assist its Directors without authorization in the particular case by its Stockholders, but may lend money to and use its credit to assist any employee of the Corporation or of a subsidiary, including any such employee who is a Director of the Corporation, if the Board of Directors decides that such loan or assistance may benefit the Corporation.

#### ARTICLE XII INITIAL OFFICERS

The initial officers of the corporation shall be as set forth below, to serve until their successors are elected and qualified:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President-	Peter A. Swartz	350 W. Flagler Street Miami, Florida 33131
Vice-President-	Peter A. Swartz	350 W. Flagler Street Miami, Florida 33131
Secretary/Treasurer-	Peter A. Swartz	350 W. Flagler Street Miami, Florida 33131

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**ARTICLE XIII**  
**INCORPORATOR**

The name and street address of the incorporator is:

Name

Andrew J. Nierenberg, Esq.

Address

2601 South Bayshore Drive  
Terremark Centre, 19th Floor  
Miami, Florida 33133

**ARTICLE XIV**  
**INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he 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 liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of February, 2000.

  
\_\_\_\_\_  
Andrew J. Nierenberg, Esq.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for River Pointe Management Corporation, in the foregoing Articles of Incorporation, I, on behalf of River Pointe Management Corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

  
\_\_\_\_\_  
Andrew J. Nierenberg, Esq.

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