

03 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
922-1173

FILING COVER SHEET
ACCT. #FCA-14

ROOM 036513

CONTACT:

CINDY HICKS

DATE:

4-11-00

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*****78.75 *****78.75

REF. #:

051.11540

CORP. NAME:

Vestcor Partners XXIV, Inc

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

FILED
00 APR 11 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 753 FOR \$ 78.25

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

LEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

RECEIVED
00 APR 11 AM 10:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

T. SMITH APR 11 2000

**ARTICLES OF INCORPORATION
OF
VESTCOR PARTNERS XXIV, INC.**

FILED
00 APR 11 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is VESTCOR PATNERS XXIV, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Kristen K. Packard	3020 Hartley Road, Suite 300 Jacksonville, Florida 32257

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased, and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and addresses of the member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
John D. Rood	3020 Hartley Road, Suite 300 Jacksonville, Florida 32257

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Brian J. McDonough

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

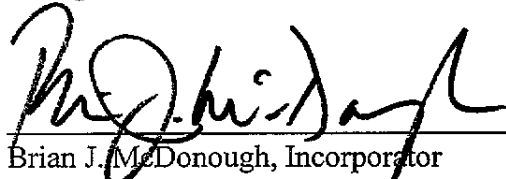
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 10th day of April March, 2000.


Brian J. McDonough, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing
Articles of Incorporation and state that I am familiar with and accept the obligations of Section
607.0501 of the Florida Statutes.


Kristen K. Packard, Registered Agent

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FILED
00 APR 11 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA