

Division of Corporations

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## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

St. John Lucas Resort, Ltd.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 5, 2000

COHEN, BERKE, BERNSTEIN, BRODIE

SUBJECT: ST. JOHN LUCAS RESORT, LTD.  
REF: W00000014227

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you have any further questions concerning your document, please call (850) 487-6925.

Angela Revell  
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION  
OF  
ST. JOHN LUCAS RESORT, INC.**

The undersigned, acting as incorporator of ST. JOHN LUCAS RESORT, INC. (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the Corporation is: St. John Lucas Resort, Inc.

**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: 1429 N.W. 165 Street, Miami, Florida 33169.

Prepared by: Andrew J. Nierenberg, Esq.  
Florida Bar No. 0368350  
2601 So. Bayshore Drive, 19th FL  
Miami, Florida 33133  
(305) 854-5900

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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, Terremark Centre, 19<sup>th</sup> 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(s) initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name(s) and address(s) of the director(s) is/are:

<u>Name</u>	<u>Address</u>
Roland Nasr	1429 N.W. 165 Street, Miami, Florida 33169

**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**  
**BY-LAWS**

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the Stockholders, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

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**ARTICLE XI**  
**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:

(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 XII**  
**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 XIII**  
**BOARD HAS POWER TO APPOINT A COMMITTEE**

The Board of Directors shall have the power to designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. The By-Laws may provide that in the absence or disqualification of a member of a committee, the members thereof present at a meeting

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and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting, and each member thereof, shall serve at the pleasure of the Board. A committee designated pursuant to this paragraph, to the extent provided in the resolution of the Board or in the By-Laws may exercise all powers and authority of the Board in management of the business and affairs of the Corporation not prohibited by the relevant Florida Corporation Act.

Provided that no such committee shall have authority to (a) declare dividends or distributions, (b) approve or recommend to Stockholders actions or proposals required to be approved by Stockholders, (c) designate candidates for the office of Director, for purposes of proxy solicitation or otherwise, or fill vacancies on the Board of Directors, or any committee thereof, (d) amend the By-Laws, (e) approve a plan of merger not requiring Stockholder approval, (f) reduce earned or capital surplus, (g) authorize or approve the reacquisition of stock unless pursuant to a general formula or (h) authorize or approve the issuance or sale of, or any contract to issue or sell, shares or designate the terms of a series of a class of shares; provided that the Board of Directors, having acted regarding general authorization for the issuance or sale of shares, or any contract therefor, and, in the case of a series, the designation thereof, may, pursuant to a general formula or method specified by the Board by resolution or by adoption of a stock option or other plan, authorize a committee to fix the terms of any contract for the sale of the shares and to fix the terms upon which such shares may be issued or sold, including, without limitation, the price, the dividend rate, provisions for redemption, sinking fund, conversion, voting or preferential rights, and provisions for other features of a class of shares, or a series of a class of shares, with full power in such committee to adopt any final resolution setting forth all the terms thereof and to authorize the statement of the terms of a series.

#### ARTICLE XIV PREEMPTIVE RIGHTS

Except to the extent limited or denied by this section or by the Articles of Incorporation, Stockholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

Unless otherwise provided in the Articles of Incorporation,

(a) No preemptive right shall exist

(1) to acquire any shares issued to Directors, Officers or employees pursuant to approval by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or when authorized by and consistent with a plan theretofore approved by such a vote of Stockholders; or

(2) to acquire any shares sold otherwise than for cash.

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(b) Holders of shares of any class that is preferred or limited as to dividends or assets shall not be entitled to any preemptive right.

(c) Holders of shares of common stock shall not be entitled to any preemptive right to shares of any class, that is preferred or limited as to dividends or assets or to any obligations, unless convertible into shares of common stock or carrying a right to subscribe to or acquire shares of common stock.

(d) Holders of common stock without voting power shall have no preemptive right to shares of common stock with voting power.

**ARTICLE XV**  
**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/Secty/Treas.	Roland Nasr	1429 N.W. 165 Street Miami, Florida 33169
Assistant Secretary	Andrew J. Nierenberg, Esq.	2601 South Bayshore Drive Terremark Centre, 19 <sup>th</sup> Floor Miami, Florida 33133

**ARTICLE XVI**  
**INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Andrew J. Nierenberg, Esq.	Andrew J. Nierenberg, P.A. 2601 South Bayshore Drive Terremark Centre, 19 <sup>th</sup> Floor Miami, Florida 33133

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**ARTICLE XVII  
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 2<sup>nd</sup> day of June 2000.

  
ANDREW J. NIERNBERG, ESQ.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for ST. JOHN LUCAS RESORT, INC. in the foregoing Articles of Incorporation, I, on behalf of ST. JOHN LUCAS RESORT INC., 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.

  
By: ANDREW J. NIERNBERG, ESQ.

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