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Account Name : EMPIRE CORPORATE KIT COMPANY  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**MIZNER FALLS REALTY, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**MIZNER FALLS REALTY, INC.**

I, the undersigned incorporator, a natural person competent to contract, desiring to form a corporation for profit, under the laws of the State of Florida, and in furtherance thereof, adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of this corporation shall be:

MIZNER FALLS REALTY, INC.

**ARTICLE II**  
**PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in Chapter 607, Florida Statutes, the Florida General Corporation Act, and shall at all times comply with the provisions of Chapter 475, Florida Statutes.

**ARTICLE III**  
**DURATION**

This corporation shall exist perpetually commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

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JAMES M. PAINTER, ESQ.  
JAMES M. PAINTER, P.A.  
1300 NORTH FEDERAL HIGHWAY, SUITE 110  
BOCA RATON, FLORIDA 33432-2848  
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FLORIDA BAR NO.: 313051

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**ARTICLE IV**

**CAPITAL STOCK**

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares; such shares shall have a par value of One (\$1.00) Dollar and shall be designated as "Common Shares".

The Board of Directors shall have the power and the authority to prescribe the consideration to be paid to the corporation in exchange for the issuance and disposal of its capital stock. Stock certificates shall not be valid unless signed and issued by the President and attested to by the Secretary, who shall affix thereon the corporate seal.

**ARTICLE V**

**RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the initial shareholders of this corporation may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders, if any, or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. Further, ownership of shares in this corporation shall be subject to the provisions of Chapter 475, Florida Statutes.

**ARTICLE VI**

**SHAREHOLDER STOCK PURCHASE RIGHTS**

Every shareholder, upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase

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their pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**

**INITIAL PRINCIPAL OFFICE ADDRESS**

The initial address of the principal office of this corporation in the State of Florida is 6465 Tropical Way, Delray Beach, Florida 33484.

The Board of Directors shall have the power and the authority to establish branch offices and places of business of this corporation at any place in the State of Florida, or in any state, territory, or district of the United States, or in any foreign country, as the Board of Directors may deem necessary for the best interests of the corporation.

**ARTICLE VIII**

**INITIAL REGISTERED AGENT**

The initial registered agent of this corporation and her street address are as follows:

BRENDA SIEGEL  
6465 Tropical Way  
Delray Beach, Florida 33484

**ARTICLE IX**

**INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation are:

BRENDA SIEGEL  
6465 Tropical Way  
Delray Beach, Florida 33484

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**ARTICLE X**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws adopted by the Board of Directors of this corporation, but shall never be less than one (1) provided that qualification for directorship is satisfied as required by Chapter 475 Florida Statutes. The name and street address of the initial director of the corporation are:

BRENDA SIEGEL  
6465 Tropical Way  
Delray Beach, Florida 33484

The Board of Directors shall have the authority and the power to adopt By-Laws which shall govern the operation of the business of this corporation, and to thereafter amend same from time to time if deemed necessary by the Board of Directors.

**ARTICLE XI**

**INITIAL OFFICERS**

The names and post office addresses of the initial officers of this corporation who shall hold office for the first year of the corporation's existence or until their successors have been elected are as follows:

PRESIDENT	-	BRENDA SIEGEL
TREASURER	-	BRENDA SIEGEL
SECRETARY	-	BRENDA SIEGEL

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**ARTICLE XII**

**INDEMNIFICATION**

The corporation shall indemnify any officers or directors, or any former officers or directors, to the fullest extent permitted by law.

**ARTICLE XIII**

**SPECIAL PROVISIONS**

No contract or other transaction between the corporation and any other corporation, or individual, shall, in the absence of fraud, be affected or invalidated by the fact that one or more of the Directors or Officers of this corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every person who may become a Director of the corporation, is hereby relieved from any liability that might otherwise exist from such contracting with the corporation, for the benefit of himself or any firm, association or corporation which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

**ARTICLE XIV**

**AMENDMENT**

These Articles of Incorporation may be amended or repealed as provided by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereat, unless

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all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporation has executed these Articles of Incorporation on this \_\_\_\_\_ day of September, 2000.

WITNESSES:

INCORPORATOR

Kelley R. Webb  
Witness Signature

Kelley R. Webb  
Printed Name

M. J. DiTrapani  
Witness Signature

M. J. DiTRAPANI  
Printed Name

Brenda Siegel  
BRENDA SIEGEL

STATE OF FLORIDA )

) ss:

COUNTY OF PALM BEACH )

Before me, a Notary Public in and for the State and County aforesaid, personally came BRENDA SIEGEL, who, after providing proof of her identity using a valid Florida driver's license and therefore to me known to be the person named in the foregoing instrument, acknowledged to me that she executed the same for the purpose therein expressed.

WITNESS MY HAND and official seal in the County and State last aforesaid this 7 day of September, 2000.

Joyce Lane  
Notary Public, State of Florida

Print Name Joyce LANE

Commission No. \_\_\_\_\_

My commission expires:

(Seal



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**DESIGNATION OF REGISTERED OFFICE**  
**AND REGISTERED AGENT**  
**AND ACCEPTANCE THEREOF**

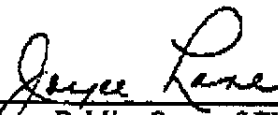
Pursuant to Chapter 607, Florida Statutes, the following is submitted:

1. MIZNER FALLS REALTY, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Boynton Beach, County of Palm Beach, State of Florida, has named BRENDA SIEGEL, 6465 Tropical Way, Delray Beach, Florida 33484, as its agent to accept service of process within this State.

2. Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping said office open.

  
BRENDA SIEGEL

After providing proof as to her identity by using a valid driver's license, this instrument was SWORN TO AND SUBSCRIBED before me by BRENDA SIEGEL on this 7 day of September, 2000.

  
Notary Public, State of Florida  
Print Name JOYCE LANE  
Commission No. \_\_\_\_\_

My commission expires:

(Seal)



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