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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. D & R Vero Beach Family Corporation

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

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- ☒ Profit  
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☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

T. SMITH MAR 09 2001

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**D & R VERO BEACH FAMILY CORPORATION**

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**ARTICLE I - NAME**

The name of the Corporation is **D & R VERO BEACH FAMILY CORPORATION** (hereinafter called the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, \$.01 par value per share.

**ARTICLE III - MAILING ADDRESS**

The current mailing address of the principal place of business of the Corporation is c/o Louis Nostro, Esquire, Shutts & Bowen, LLP, 1500 Miami Center, 201 South Biscayne Boulevard, Miami, Florida, 33131.

**ARTICLE IV - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than three (3) directors, and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name of the initial director of the Corporation are **ROBERT NAMOFF** and **DAVID NAMOFF**.

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 1500 Miami Center, 201 South Biscayne Boulevard, Miami, Florida, 33131. The name of the initial registered agent of the Corporation at that address is Louis Nostro.

**ARTICLE VI - INCORPORATOR**

The name of the incorporator of the Corporation is Louis Nostro, Esquire, and the address of the incorporator is c/o Shutts & Bowen, LLP, 1500 Miami Center, 201 South Biscayne Boulevard, Miami, Florida, 33131.

## **ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

## **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

## **ARTICLE IX - BY-LAWS**

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

## **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

**IN WITNESS WHEREOF**, the incorporator has executed these Articles of Incorporation this 28th day of February, 2001.

  
\_\_\_\_\_  
LOUIS NOSTRO, Incorporator

**CONSENT OF REGISTERED AGENT**

**OF**

**D & R VERO BEACH FAMILY CORPORATION**

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The undersigned, **LOUIS NOSTRO**, whose business address is c/o Shutts & Bowen, LLP, 1500 Miami Center, 201 South Biscayne Boulevard, Miami, Florida, 33131, hereby accepts appointment as the initial registered agent of **D & R VERO BEACH FAMILY CORPORATION**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

*Louis Nostro*

**LOUIS NOSTRO**, Registered Agent

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