

CRS  
03 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
22-1173

DOI 000027515

FILED COVER SHEET  
ACCT. #FCA-14

FILED

01 MAR 16 PM 1:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 3-16-01

REF. #: 0150.14771

CORP. NAME: Ocean Palms Operating Corp.

☒ ARTICLES OF INCORPORATION    ☐ ARTICLES OF AMENDMENT    ☐ ARTICLES OF DISSOLUTION  
☐ ANNUAL REPORT    ☐ TRADEMARK/SERVICE MARK    ☐ FICTITIOUS NAME  
☐ FOREIGN QUALIFICATION    ☐ LIMITED PARTNERSHIP    ☐ LIMITED LIABILITY  
☐ REINSTATEMENT    ☐ MERGER    ☐ WITHDRAWAL  
☐ CERTIFICATE OF CANCELLATION    ☐ UCC-1    ☐ UCC-3  
☐ OTHER: \_\_\_\_\_

500003855925-3  
-03/16/01--01062--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

STATE FEES PREPAID WITH CHECK# \_\_\_\_\_ FOR \$ \_\_\_\_\_

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ 78.75

PLEASE RETURN:

☒ CERTIFIED COPY    ☐ CERTIFICATE OF GOOD STANDING    ☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF STATUS

Examiner's Initials

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAR 16 AM 10:49  
NOT RETURNED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

LB  
3/16

(3)

**ARTICLES OF INCORPORATION**  
**OF**  
**OCEAN PALMS OPERATING CORP.**

**FILED**  
01 MAR 16 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is OCEAN PALMS OPERATING CORP. (the "Corporation").

**ARTICLE II**

The address of the initial principal office and the mailing address of the Corporation is 2750 S.E. Ocean Boulevard, Stuart, Florida 34996.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered agent 7300 Oleander Avenue, City of Port St. Lucie, County of St. Lucie, State of Florida 34952 and the name of its initial registered agent at such address is John Kane.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until a successor is duly elected and qualified is:

Morton Smith  
6011 S.E. Tower Drive  
Stuart, Florida 34997

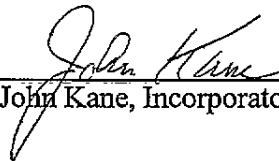
**ARTICLE VII**

The name of the Incorporator is John Kane and the address of the Incorporator is 7300 Oleander Avenue, Port St. Lucie, Florida 34952.

**ARTICLE VIII**

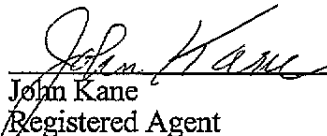
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9<sup>th</sup> day of March, 2001.

  
\_\_\_\_\_  
John Kane, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of OCEAN PALMS OPERATING CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
John Kane  
Registered Agent

Dated: March 9, 2001