

# PO1000061046

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Counsel for Intellectual Property

June 5, 2001

Florida Department of State  
Division of Corporations  
The Capitol  
Post Office Box 6327  
Tallahassee, FL 32314

200004383762--2  
-06/08/01--01044--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: The Renaissance Realty, Inc.

Dear Madam/Sir:

**EFFECTIVE DATE**  
**06-02-01**

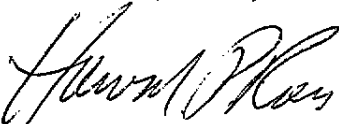
Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, our check in the amount of \$78.75 is enclosed which represents the following fees (F.S. § 607.0122):

Filing Fee for Articles of Incorporation and Designation and Acceptance of Registered Agent and Fee for Certificate of Status.....\$78.75.

Please file the original of the enclosed and return a date stamped copy and the Certificate of Status to the undersigned in the self addressed, stamped envelope also enclosed.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.



Howard P. Ross

HPR:brs

Enclosures

cc: Allen D. Cowan (w/enc.)

**FILED**  
01 JUN -8 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Buroh JUN 1 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 12, 2001

BATTAGLIA, ROSS, DICUS & WEIN, P.A.  
ATTN: HOWARD P. ROSS  
PO BOX 41100  
ST. PETERSBURG, FL 33743-1100

SUBJECT: THE RENAISSANCE REALTY, INC.  
Ref. Number: W01000013442

We have received your document for THE RENAISSANCE REALTY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 701A00036080

ARTICLES OF INCORPORATION

OF

THE RENAISSANCE REALTY DEVELOPMENT, INC

FILED

01 JUN -8 PM 3:18

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is The Renaissance Realty Development, Inc.

ARTICLE II  
DURATION

EFFECTIVE DATE  
06-02-01

The period of its duration is perpetual.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock, at \$1.00 par value per share.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the corporation's initial registered agent and his office is:

Allen D. Cowan  
111 Second Avenue NE, Suite 700  
St. Petersburg, FL 33701

ARTICLE VI  
CORPORATE ADDRESS

The street address of the initial principal office of the corporation is as follows:

111 Second Avenue NE, Suite 700  
St. Petersburg, FL 33701

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
ANTHONY S. BATTAGLIA	980 Tyrone Boulevard St. Petersburg, FL 33710
ALLEN D. COWAN	111 Second Avenue NE Suite 700 St. Petersburg, FL 33701
LAWRENCE K. GERAHIAN	111 Second Avenue NE Suite 700 St. Petersburg, FL 33701
TIMOTHY J. UNGER	Andrews & Kurth, L.L.P. 4200 Texas Commerce Tower Houston, TX 77002

ARTICLE VIII  
INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

ALLEN D. COWAN  
111 Second Avenue NE  
Suite 700  
St. Petersburg, FL 33701

ARTICLE IX  
AMENDMENT OF BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

ARTICLE X  
INDEMNIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

ARTICLE XI  
INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII  
AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall be vested

in the Board of Directors.

**ARTICLE XIII**  
**TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV**  
**DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV**  
**DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such

purpose.

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which approves such contract or transaction.

#### ARTICLE XVI INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if

consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE XVII  
CORPORATE EXISTENCE


The effective date of the corporation's existence shall begin on June 2, 2001.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 6<sup>th</sup> day of June 2001.

  
\_\_\_\_\_  
ALLEN D. COWEN, Incorporator

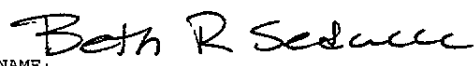
STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared on this 6<sup>th</sup> day of June, 2001 ALLEN D. COWAN, who is personally known to me or has produced \_\_\_\_\_ as identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.

  
\_\_\_\_\_  
NOTARY PUBLIC



Beth R. Sedacca  
MY COMMISSION # CC828667 EXPIRES  
May 7, 2003  
BONDED THRU TROY FAIN INSURANCE INC.

  
\_\_\_\_\_  
PRINT NAME: Beth R Sedacca  
State of Florida (SEAL)  
Commission No.:  
My Commission Expires:



I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

Allen D. Cowan  
ALLEN D. COWAN

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared, ALLEN D. COWAN, who is personally known to me, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Registered Agent for the corporation.

6th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of June, 2001.

Beth R. Sedacca  
NOTARY PUBLIC



Beth R. Sedacca  
MY COMMISSION # CC828667 EXPIRES  
May 7, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

PRINT NAME: Beth R. Sedacca

State of Florida

(SEAL)

Commission No.:

My Commission Expires: