

Division of Corporations

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P01000068968**Florida Department of State**

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**THE VILLAS OF LIDO ISLE, INC.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
THE VILLAS OF LIDO ISLE, INC.**

ARTICLE I - NAME

The name of the corporation is **THE VILLAS OF LIDO ISLE, INC.** (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of the Corporation is 1900 Sunset Harbor Drive, Suite 1, Miami Beach, Florida 33139.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors of the corporation, equivalent to or greater than the full par value of the shares.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

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ARTICLE VI - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

**ARTICLE VII - INITIAL
BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall be comprised of two persons. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the members of the initial Board of Directors of the Corporation, who will serve as the Corporation's directors until successors are duly elected and qualified are:

John Turchin
1900 Sunset Harbor Drive
Suite 1
Miami Beach, Florida 33139

Tim Heuer
1500 Bay Road
Suite 314
Miami Beach, Florida 33139

ARTICLE VIII - INCORPORATOR

The name of the Incorporator is Laura R. Gangemi, and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE IX - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

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ARTICLE XI - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles of Incorporation may confer upon the Corporation may be modified by or cancelled by a vote of the shareholders to amend or repeal said Articles of Incorporation.

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 12th day of July, 2001.


Laura R. Gangemi, Incorporator**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of THE VILLAS OF LIDO ISLE, INC. in the foregoing Articles of Incorporation, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


BRIAN COURTNEY, ASST. V.P.
Registered Agent

Dated: July 12, 2001

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