

PO1000112367



ACCOUNT NO. : 072100000032

REFERENCE : 229990 7112245

AUTHORIZATION *Patricia Knight*

COST LIMIT : \$ 78.70

FILED
2001 NOV 27 PM 1:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 27, 2001

ORDER TIME : 10:24 AM

ORDER NO. : 229990-005

CUSTOMER NO: 7112245

CUSTOMER: Ms. Kelley Finlen
Leila D. Anderson, P.A.

Suite 105
3000 N.e. 30th Place
Fort Lauderdale, FL 33306

RECEIVED
01 NOV 27 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: VILLA PROPERTIES, INC.

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EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

BY
11/27/01

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

VILLA PROPERTIES, INC.

The undersigned, acting as Incorporators of a corporation under Chapter 607 of the Florida Statutes, the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is VILLA PROPERTIES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2900 Terramar, Ft. Lauderdale, Fla. 33304

ARTICLE III. DURATION

The period of the Corporation's duration is perpetual.

ARTICLE IV. PURPOSE

The purpose is to own and manage VILLA VENICE HOTEL as well as any other properties which may be subsequently acquired as well as engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V. CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED (100) shares of common stock, at \$100.00 par value per share.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation is as follows:

TERRY L. HOCHMUTH
2900 TERRAMAR
FORT LAUDERDALE, FLORIDA 33304

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DUANE A. BAUDINO	2900 TERRAMAR FT. LAUDERDALE, FLORIDA 33304

ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
TERRY L. HOCHMUTH	2900 TERRAMAR FT. LAUDERDALE, FLORIDA 33304

ARTICLE IX. INITIAL OFFICERS

The initial officers of the corporation are:

<u>OFFICER</u>	<u>NAME</u>
PRESIDENT	TERRY L. HOCHMUTH
VICE-PRESIDENT	DUANE A. BAUDINO
SECRETARY	DUANE A. BAUDINO
TREASURER	TERRY L. HOCHMUTH

ARTICLE X. INDEMNIFICATION

This corporation shall indemnify its officers, directors and agents to the fullest extent permitted by law.

ARTICLE XI. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, The undersigned incorporators have executed these Articles of Incorporation this 23rd day of November, 2001.

Terry L. Hochmuth
TERRY L. HOCHMUTH
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD SS.:

BEFORE ME, the undersigned authority, personally appeared TERRY L. HOCHMUTH, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of November, 2001.



Leila D. Anderson
Printed Name: LEILA D. ANDERSON
NOTARY PUBLIC

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation, confirms that he is familiar with and accepts the obligations provided for in Florida Statutes 607.325 and agrees to comply with Florida Statute 48.091 relative to keeping open the registered office.

Terry L. Hochmuth
TERRY L. HOCHMUTH

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