



P02000092794

ACCOUNT NO. : 072100000032

REFERENCE : 717535 164228A

AUTHORIZATION : *Patricia Pzib*

COST LIMIT : \$ 78.75

FILED  
2002 AUG 23 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : August 23, 2002

ORDER TIME : 11:53 AM

ORDER NO. : 717535-005

CUSTOMER NO: 164228A

CUSTOMER: Steven P. Kushner, Esq  
Steven P. Kushner, P.a.

Suite 202  
1375 Jackson Street  
Fort Myers, FL 33901

RECEIVED  
02 AUG 23 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: COPACABANA TROPICAL CAFE OF  
SOUTHWEST FLORIDA, INC.

EFFECTIVE DATE:

700007316987--5

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

*JS*  
*8/27/02*

*24728*  
*WC*



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2002 AUG 23 PM 12: 26

FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

**RESUBMIT** OF STATE  
TALLAHASSEE FLORIDA

Please give original  
submission date as file date.

August 26, 2002

CSC NETWORK INC.

SUBJECT: COPACABANA TROPICAL CAFE OF SOUTHWEST FLORIDA, INC.  
Ref. Number: W02000024728

We have received your document for COPACABANA TROPICAL CAFE OF SOUTHWEST FLORIDA, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 245-6995.

Wanda Cunningham  
Document Specialist  
New Filing Section

Letter Number: 702A00049831

RECEIVED  
02 AUG 27 AM 8:43  
DIVISION OF CORPORATIONS

**FILED**

2002 AUG 23 PM 12: 26

**ARTICLES OF INCORPORATION  
OF  
COPACABANA TROPICAL CAFÉ OF SOUTHWEST FLORIDA, INC.**  
CLERK OF STATE  
TALLAHASSEE FLORIDA

The undersigned Incorporator, who is the subscriber to these Articles of Incorporation, in order to effect a duly incorporated Florida corporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME AND ADDRESS:** The name of this corporation is COPACABANA TROPICAL CAFÉ OF SOUTHWEST FLORIDA, INC. The initial address of the corporation is c/o 1375 Jackson Street, Suite 202, Fort Myers, Florida 33901.

**ARTICLE II**

**NATURE OF BUSINESS:** The corporation may engage in any activity or business permitted under the laws of the United States and of this State. The purpose of the corporation is to own and operate an adult living facility, and to provide ancillary services pertaining thereto.

**ARTICLE III**

**CAPITAL STOCK:** The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of ONE DOLLAR (\$1.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

**ARTICLE IV**

**INITIAL CAPITAL:** The minimum amount of capital with which the corporation will begin business is One Thousand Dollars (\$1,000.00).

**ARTICLE V**

**TERM OF EXISTENCE:** This corporation shall have perpetual existence, except that it may be dissolved as provided by law.

**ARTICLE VI**

**INITIAL REGISTERED AGENT AND OFFICE:** The street address of the initial registered office of this corporation is: Steven P. Kushner, P.A., 1375 Jackson Street, Suite 202, Fort Myers, Florida 33901. The name of the initial registered agent of this corporation is Steven P. Kushner. Having been named to accept service of process for ~~Copacabana Tropical Cafe of Southwest Florida, Inc.,~~ I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY: \_\_\_\_\_

Steven P. Kushner

**ARTICLE VII**

**DIRECTORS:** The number of Directors shall be two (2) initially. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Shareholders.

**ARTICLE VIII**

**INITIAL DIRECTORS:** The name and addresses of the initial Directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his/her successor is elected and has qualified, or until they have resigned, is:

**NAME AND ADDRESS**

Ruediger Vetter  
1106 Harbor Yacht Ct., #201  
Fort Myers, FL 33908

**NAME AND ADDRESS**

Ruediger Wolf  
1304 SE 35<sup>th</sup> Street  
Cape Coral, FL 33904

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CLERK OF STATE  
TALLAHASSEE FLORIDA

### ARTICLE IX

**SUBSCRIBER:** The name and address of the Subscriber to these Articles of Incorporation is as follows:

#### NAME AND ADDRESS

Steven P. Kushner  
1375 Jackson Street, Suite 202  
Fort Myers, FL 33901

### ARTICLE X

**EFFECTIVE DATE:** These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida. The corporation shall commence business thereafter.

### ARTICLE XI

**BYLAWS:** The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws, which would be in conflict with the Bylaws adopted by the shareholders.

### ARTICLE XII

**NOTICE OF MEETING:** Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.

### ARTICLE XIII

**CONTRACTING WITH THE CORPORATION:** A director or officer of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or

voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

#### ARTICLE XIV

**AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law. All amendments shall require approval by the Board of Directors, then be proposed by them to the Shareholders, and then receive approval at a shareholders' meeting by no less than fifty-one (51%) percent of all stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

**ARTICLE XV**

**INDEMNIFICATION:** In the event that an officer or director is sued by any party, other than the Corporation with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the Corporation and their activity on behalf of the Corporation in such official capacity, the Corporation shall, to the extent allowable at law, fully indemnify such officer or director with regard to any damages, judgments or claims, together with any and all court costs and reasonable attorneys fees incurred, at trial or at the appellate level. The foregoing indemnification, however, shall be applicable only where such alleged wrongdoings relate to the advancing of the best interests of the Corporation, and do not evidence any wanton or willful intent, gross negligence or gross recklessness, as determined by the Board of Directors. Upon approval by the Board, the Corporation, to the extent allowable by law, may defray the costs of defending any litigation filed against such officer or director in accordance with, and subject to the limitations set forth immediately above. The Board of Directors shall make such determination in their sole discretion and may elect to defray such costs without any requirement that a judgment be obtained by a plaintiff as a prerequisite to defraying such expense.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 22 day of August, 2002.

WITNESSES:

COPACABANA TROPICAL CAFÉ OF  
SOUTHWEST FLORIDA, INC.,  
a Florida corporation

Carol A. Landes  
Carol A. Landes  
(Print or type name)

Victoria Riley  
VICTORIA RILEY  
(Print or type name)

By: [Signature]  
Steven P. Kushner, Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that before me this day, personally appeared, Steven P. Kushner, to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 22nd day of August, 2002.

Carol A. Landes

Notary Public

Name: Carol A. Landes

Certificate No. or

Serial No. CC885846

(SEAL)

My Commission Expires:

