

Division of Corporations

Page 1 of 2

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)521-1030

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2002 SEP -6 AM 8:07

**FILED****\*FILED\*****FLORIDA PROFIT CORPORATION OR P.A.****SRH VERMILLION, INC.**

Certificate of Status	2
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**ARTICLES OF INCORPORATION  
OF  
SRH VERMILLION, INC.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be: SRH Vermillion, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address is: c/o Sawyer Property Management, Inc., 9658 Baltimore Avenue, Suite 300, College Park, Maryland 20740.

**ARTICLE III - PURPOSE**

The purpose for which the corporation is organized is:

- To engage solely in the activity of acting as a general partner of a limited partnership (the "Partnership") whose purpose is to acquire, own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the real property known as the Vermillion Apartments, an apartment complex containing approximately 330 residential dwelling units, located at 7055 Miami Garden Drive, Miami, Dade County, Florida, together with improvements now or hereafter located thereon (and any other property appurtenant thereto or connected therewith) which may at any time be contributed to or acquired or developed by the Partnership.
- To exercise all powers allowed to business corporations under the laws of the State of Florida necessary, proper or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

**ARTICLE IV - AUTHORIZED SHARES**

The number of shares the corporation is authorized to issue is: 200,000 shares of common stock, no par value per share.

**ARTICLE V - REGISTERED AGENT AND REGISTERED ADDRESS**

The street address of the initial registered office of the corporation is: 1201 Hays Street, Tallahassee, Florida 32301-2607 and the name of its initial registered agent at such address is Corporation Service Company.

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## ARTICLE VI - INCORPORATOR

The name and address of the sole incorporator is:

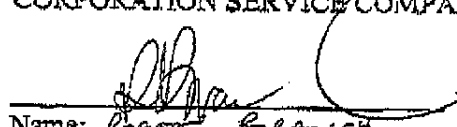
Karen E. Gotkin  
Schnader Harrison Goldstein & Manello  
265 Franklin Street  
Boston, MA 02110

## ARTICLE VII - OTHER PROVISIONS


Any other provisions permitted by law: See attached Exhibit A.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

## CORPORATION SERVICE COMPANY

  
Name: Robert P. Blawie  
Title: Asst. V. P.  
Registered Agent

Date: September 5, 2002

  
Karen E. Gotkin  
Sole Incorporator

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Exhibit A

to  
Articles of Incorporation  
of  
SRH Vermillion, Inc.

## ARTICLE VIII - OTHER PROVISIONS

- Shareholder Action at Meetings. When a quorum of the shareholders shall be present at any meeting, the vote or concurrence of a majority in interest of all stock issued, outstanding and entitled to vote at the meeting with respect to a particular matter or contemplated action shall be required to decide any such matter or take any such action, except to the extent that a greater proportion may be required by law, or by these Articles of Incorporation of the corporation, or by the By-Laws of the corporation.
- Shareholder Action without a Meeting. Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting if all shareholders entitled to vote on the matter consent to the action in writing and such written consents are filed with the records of the meetings of shareholders. Such consents shall be treated for all purposes as a vote at a meeting.
- Director Vacancies. If the office of any director becomes vacant for any reason, the shareholders or the board of directors may elect a successor or successors, except that only the shareholders may fill a vacancy resulting from enlargement of the board of directors. Each such successor elected by the shareholders or by the board of directors, as the case may be, shall hold office for the unexpired term of his or her predecessor, subject to the provisions of ARTICLE V of the By-Laws of the corporation.
- Amendment of By-Laws. The shareholders may make, alter, amend or repeal any provision or provisions of the By-Laws of the corporation, in whole or in part. The board of directors may also make, alter, amend or repeal any provision or provisions of the By-Laws of the corporation, in whole or in part, except that the board of directors may not take any action that amends or repeals any provision of the By-Laws (1) with respect to removal of directors or election of committees by the board of directors and delegation of powers to any committee, or (2) where the power to amend or repeal such provision is reserved exclusively to the shareholders under these Articles of Incorporation or applicable law.