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Joel Piotrkowski  
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DATE 11-19-02

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02 NOV 14 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

g11/1

LAW OFFICES  
**Green, Kahn & Piotrkowski, P.A.**

A PROFESSIONAL ASSOCIATION

317 SEVENTY-FIRST STREET  
MIAMI BEACH, FLORIDA 33141

Karen B. Cohen  
Marvin M. Green  
Bruce H. Hornstein  
Donald J. Kahn  
Joel S. Piotrkowski

E-MAIL: [dkppa@bellsouth.net](mailto:dkppa@bellsouth.net)

OFFICE: (305) 865-4311  
FACSIMILE: (305) 861-8813

November 13, 2002

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Articles of Incorporation  
AVALON HEIGHTS APARTMENTS, INC.

Gentlemen:

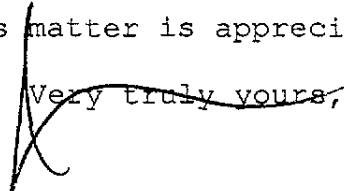
Enclosed herewith please find Articles of Incorporation for the above, together with our check in the amount of \$87.50 representing the following:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	8.75
Certificate of Status	<u>8.75</u>

\$87.50

After filing, please forward to this office the filed Articles of Incorporation.

Your prompt attention to this matter is appreciated.

  
Very truly yours,

JOEL S. PIOTRKOWSKI

JSP:ss  
Enclosures

ARTICLES OF INCORPORATION

OF

AVALON HEIGHTS APARTMENTS, INC.

The undersigned, of legal age, hereby form this corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be AVALON HEIGHTS APARTMENTS, INC

ARTICLE II.

CAPITAL STOCK

The corporation is authorized to have Five Hundred (500) Shares of stock outstanding with a par value of One and No/100 (\$1.00) Dollar each.

All of said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE III.

CORPORATE EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 2030 S. Ocean Drive, #820, Hallandale, FL 33009 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE V.

REGISTERED AGENT

The name and street address of the Registered Agent of this corporation is Joel S. Piotrkowski, 317 - 71st Street, Miami Beach, FL 33141.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI.

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) or more than the number specified in the by-laws of the corporation.

ARTICLE VII.

DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and By-Laws of the corporation, shall hold office for the first year of the existence of the corporation, shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>
Isaac Reiter	2030 S. Ocean Drive, #820 Hallandale, FL 33009
Henry Rakowski	10101 Collins Ave., #7F Bal Harbour, FL 33154

ARTICLE VIII.

INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Isaac Reiter	2030 S. Ocean Drive, #820 Hallandale, FL 33009

## ARTICLE IX.

### OTHER PROVISIONS

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

## ARTICLE X.

### PURPOSE

The corporation is limited to acting as outside member of Avalon Heights Apartments, LLC, a Florida limited liability company (the "Limited Liability Company") whose purpose as set forth in the Operating Agreement is limited to owning and operating the property located at: see Exhibit "A" attached (the "Property").

Notwithstanding any provision hereof or of the Bylaws of the corporation ("Bylaws") to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the corporation is to engage solely in the activity of acting as the managing member of the Limited Liability Company, whose purpose is to own certain parcel(s) of real property, together with all improvements located thereon, in the City of Tampa, State of Florida, and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property. The corporation shall exercise all powers enumerated in the General Corporation Law of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

## ARTICLE XI.

### CERTAIN PROHIBITED ACTIVITIES

Notwithstanding any provision hereof to the contrary, the following shall govern: The corporation shall only incur or cause the Limited Liability Company to incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on any portion of the Property, the corporation shall not and shall not cause the Limited Liability

Company to incur, assume, or guaranty any other indebtedness. For so long as the Limited Liability Company remains mortgagor of the Property, the corporation shall not cause the Limited Liability Company to dissolve. The corporation shall not and shall not cause the Limited Liability Company to consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity. For so long as a mortgage lien exists on any portion of the Property, the corporation shall not voluntarily commence a case with respect to itself or cause the Limited Liability Company to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on any portion of the Property, no material amendment to this certificate of incorporation or the Articles of Organization of the Limited Liability Company or to the corporation's Bylaws nor to the operating agreement of the Limited Liability Company may be made without first obtaining approval of the mortgagees holding first mortgages on any portion of the Property.

#### ARTICLE XII.

##### INDEMNIFICATION

Notwithstanding any provision hereof or of the Bylaws to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Limited Liability Company or the Property and shall not constitute a claim against the corporation in the event that cash flow is insufficient to pay such obligations.

#### ARTICLE XIII.

##### SEPARATENESS COVENANTS

Notwithstanding any provision hereof or the Bylaws to the contrary, the following shall govern: For so long as any mortgage lien exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

a. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.

b. It shall maintain separate corporate records and books of account from those of its parent and any affiliate.

c. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

d. It shall not commingle assets with those of its parent and any affiliate.

e. It shall conduct its own business in its own name.

f. It shall maintain financial statements separate from its parent and any affiliate.

g. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

h. It shall maintain an arm's length relationship with its parent and any affiliate.

i. It shall not guarantee or, except to the extent of its liability for the debt secured by such mortgage lien, become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.

j. It shall use stationery, invoices and checks separate from its parent and any affiliate.

k. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

l. It shall hold itself out as an entity separate from its parent and any affiliate.

m. For purpose of this Article XIII, the following terms shall have the following meanings:

'affiliate' means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the

corporation, its parent, or any affiliate thereof (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate and (iii) each special purpose corporate general partner of the Partnership. For purposes of this definition, 'control' when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms 'controlling' and 'controlled' have meanings correlative to the foregoing.

'parent' means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 13th day of November, 2002.

(See Attached for Signature)



Isaac Reiter  
ISAAC REITER

STATE OF FLORIDA       )  
                                  :SS.  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this  
13th day of November, 2002, by Isaac Reiter, to me well  
known to be the individual described in and who executed the  
foregoing Articles of Incorporation and he acknowledged before me  
that she executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and  
official seal, this 13th day of November, 2002.

Susan J. Stein



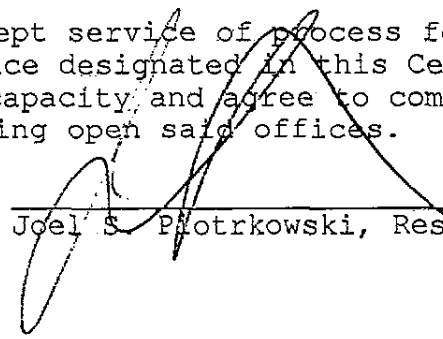
Susan J. Stein  
MY COMMISSION # CC809803 EXPIRES  
April 30, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that AVALON HEIGHTS APARTMENTS, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Tampa, County of Hillsborough, State of Florida has named Joel S. Piotrkowski as its agent to accept service of process within this State.

Having been named to accept service of process for the above states corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keeping open said offices.

  
Joel S. Piotrkowski, Resident Agent.

FILED  
02 NOV 14 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA