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TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 873189 4311473

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 87.50

ORDER DATE : December 27, 2002

ORDER TIME : 1:05 PM

ORDER NO. : 873189-005

CUSTOMER NO: 4311473

CUSTOMER: Jackie Gerstenfeld, Paralegal  
Stearns Weaver Miller  
Weissler Alhadeff & Sitterson,  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC FILING

NAME: HERON POND APARTMENTS II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**HERON POND APARTMENTS II, INC.**

**FILED**  
02 DEC 27 PM 2: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **HERON POND APARTMENTS II, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2937 S.W. 27<sup>th</sup> Avenue, Suite 303, Coconut Grove, Florida 33133.

**ARTICLE II - PURPOSE**

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

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. 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, equivalent to or greater than the full par value of the shares.

#### ARTICLE IV - INITIAL REGISTERED

##### OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

#### ARTICLE V - COMMENCEMENT

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

#### ARTICLE VI - INITIAL

##### BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of three persons. The number of directors may be 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 names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Lloyd J. Boggio	2937 S.W. 27 <sup>th</sup> Avenue, Suite 303 Coconut Grove, Florida 33133
Bruce Greer	2937 S.W. 27 <sup>th</sup> Avenue, Suite 303 Coconut Grove, Florida 33133

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

#### ARTICLE VIII - 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.

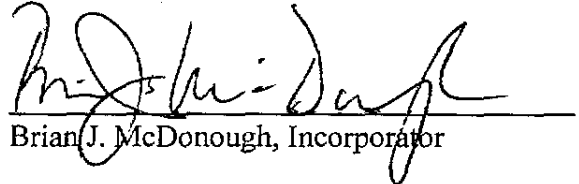
#### ARTICLE IX - INDEMNIFICATION

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

#### ARTICLE X - AMENDMENT

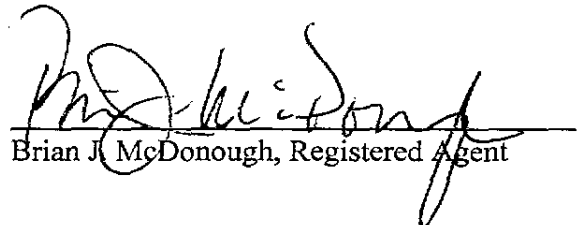
The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 24th day of December, 2002.

  
Brian J. McDonough, Incorporator

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing  
Articles of Incorporation and state that I am familiar with and accept the obligations of Section  
607.0501 of the Florida Statutes.

  
Brian J. McDonough, Registered Agent

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