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(Requestor's Name)

ALESIA A. ZETH (954)785-1900
MACLEAN AND EMA
2600 N.E. 14TH STREET CAUSEWAY
POMPANO BEACH, FL, 33062

(Address)

(City/State/Zip/Phone #)

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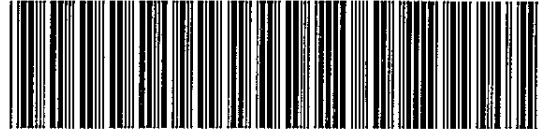
(Business Entity Name)

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ARTICLES OF INCORPORATION OF POSITANO APARTMENTS, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be POSITANO APARTMENTS, INC. The address of the principal office of this corporation shall be 1401 S. Ocean Blvd., Suite 510, Pompano Beach, Florida 33062.

ARTICLE II COMMENCEMENT-DURATION

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of POSITANO APARTMENTS, INC. shall be perpetual.

ARTICLE III PURPOSE

The general purposes for which POSITANO APARTMENTS, INC. is organized are:

A. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of POSITANO APARTMENTS, INC., be advantageously carried on in connection with, or ancillary to, the foregoing business.

B. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV AUTHORIZED SHARES

The aggregate number of shares which POSITANO APARTMENTS, INC. is authorized to issue is 10,000. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

ARTICLE V
PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of POSITANO APARTMENTS, INC. is 1401 S. Ocean Blvd., Suite 510, Pompano Beach, Florida 33062 and the name of its initial Registered Agent at such address is MICHAEL BUFFA.

ARTICLE VI
OFFICERS AND DIRECTORS

The number of Directors of POSITANO APARTMENTS, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of POSITANO APARTMENTS, INC. is two (2). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial Officers of POSITANO APARTMENTS, INC., are as follows:

| | |
|--|--------------------|
| MICHAEL BUFFA 1401 S. Ocean Blvd., Suite 510 Pompano Beach, Fl 33062 | Director/President |
|--|--------------------|

| | |
|---|------------------------------|
| URSULA BUFFA 1401 S. Ocean Blvd., Suite 510 Pompano Beach, Fl 33062 | Director/Secretary/Treasurer |
|---|------------------------------|

ARTICLE VII
INCORPORATOR

The Incorporator of POSITANO APARTMENTS, INC. is MICHAEL BUFFA, whose address is 1401 S. Ocean Blvd., Suite 510, Pompano Beach, Fl 33062

ARTICLE VIII
CUMULATIVE VOTING

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or distribute them on the same principal among as many candidates as he shall think fit.

ARTICLE IX
PREEMPTIVE RIGHTS

Each shareholder of POSITANO APARTMENTS, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of POSITANO APARTMENTS, INC. convertible into or carrying a right to subscribe to or acquire share of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X
CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of POSITANO APARTMENTS, INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of POSITANO APARTMENTS, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of POSITANO APARTMENTS, INC., or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLES XI
SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of POSITANO APARTMENTS, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of POSITANO APARTMENTS, INC. The provisions of said agreement may include, but shall not be limited to, the following:

- A. The voting of shares in POSITANO APARTMENTS, INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.
- B. The limitation of the business affairs of POSITANO APARTMENTS, INC. or its purposes and powers to specified activities or POSITANO APARTMENTS, INC.
- C. The management of the business affairs of POSITANO APARTMENTS, INC. and the division of the profits of the Corporation.
- D. Restrictions on the transfer of shares of stock in POSITANO APARTMENTS, INC.
- E. The right and power of POSITANO APARTMENTS, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.
- F. Modification of the provisions of Article X or the establishment of procedures

by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. POSITANO APARTMENTS, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 10th day of November, 2003.

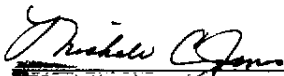

MICHAEL BUFFA

STATE OF FLORIDA)

COUNTY OF)

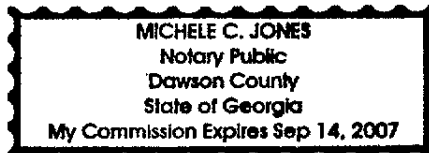
BEFORE ME, the undersigned authority, personally appeared MICHAEL BUFFA, to me well known or who produced his _____ as identification and known to me to be the Incorporator of POSITANO APARTMENTS, INC., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 10 day of Nov., 2003.



Notary Public

My Commission Expires:



I, MICHAEL BUFFA, having been appointed Registered Agent of POSITANO APARTMENTS, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 10 day of November, 2003.


MICHAEL BUFFA

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