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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

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SYK

FLORIDA PROFIT CORPORATION OR P.A.

PINE TRAIL DEVELOPERS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEC. 9. 2003 9:28AM

CORPORATION SVC CO

H030003320 NO. 702 ED P. 2/5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
PINE TRAIL DEVELOPERS, INC.**

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **PINE TRAIL DEVELOPERS, INC.** ("**Corporation**").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation's business and purpose shall consist solely of the following:

- (a) the acquisition, ownership, operation and management of a 1% membership interest in Pine Trail Investors, LLC, a Florida limited liability company;
- (b) the transacting of any and all lawful business for which a corporation may be incorporated under Florida Statute Chapter 607 that is incident and necessary and appropriate to the foregoing.

ARTICLE IV

The aggregate number of shares of stock which the Corporation has authority to issue is 1,000 shares, no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

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ARTICLE VI

The principal place of business of the Corporation shall be Broward County, Florida, and its mailing address shall be:

4901 N. Federal Highway, Suite 400
Fort Lauderdale, Florida 33444

ARTICLE VII

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

Joe Carosella
4901 N. Federal Highway, Suite 400
Fort Lauderdale, Florida 33305

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

NAME

ADDRESS

Joe Carosella, President

4901 N. Federal Highway, Suite 400
Fort Lauderdale, Florida 33305

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

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ARTICLE X

The name and address of the incorporator of the Corporation are as follows:

NAME

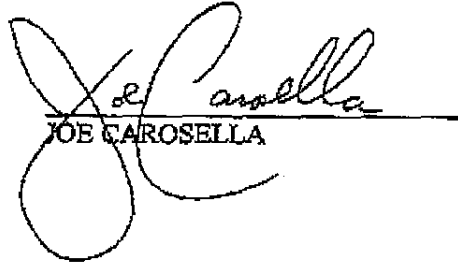
ADDRESS

Joe Carosella

4901 N. Federal Highway, Suite 400
Fort Lauderdale, Florida 33305

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of December, 2003.

INCORPORATOR


JOE CAROSELLA

STATE OF FLORIDA)

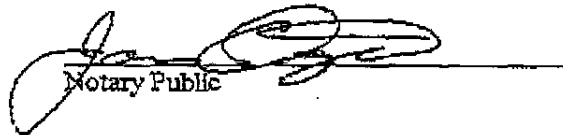
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) SS

COUNTY OF BROWARD)

)

The foregoing instrument was acknowledged before me this 3rd day of December, 2003 by JOE CAROSELLA, who is personally known to me or who has produced _____ as identification.


Notary Public



John R Ortega
My Commission CC932128
Expires April 30, 2004

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is PINE TRAIL DEVELOPERS, INC.
2. The name and address of the registered agent and office are:

Joe Carosella
4901 N. Federal Highway, Suite 400
Fort Lauderdale, Florida 33305

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: 

JOE CAROSELLA

Dated: December 3, 2003

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TALLAHASSEE, FLORIDA

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