

DEC. 31. 2003 10:24AM

CORPORATION SVC CO

NO. 124 P.P. 1 of 1

**P04000000615**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H03000344472 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-0925  
Fax Number : (850) 521-0925

EFFECTIVE DATE

12-29-03

**FLORIDA PROFIT CORPORATION OR P.A.**

**COMMONWEALTH HAMMOCK, INC.**

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2003 DEC 31 AM 9:26

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

01-05-04  
4-50-10

DEC. 31. 2003 10:24AM

CORPORATION SVC CO

NO. 124 P. 2

H03000344472 3

**ARTICLES OF INCORPORATION  
OF  
COMMONWEALTH HAMMOCK, INC.**

2003 DEC 31 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLE I**

The name of this corporation is COMMONWEALTH HAMMOCK, INC. (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 11777 San Vicente Boulevard, Suite 900, P.O. Box 49021, Los Angeles, California 90049.

**ARTICLE III**

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having no par value per share.

EFFECTIVE DATE

12-29-03

**ARTICLE IV**

The street address of the Corporation's initial registered office in the State of Florida is 1201 Flays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE V**

The name of the Incorporator is Robert J. Robes and the address of the Incorporator is 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486.

**ARTICLE VI**

The exclusive purpose for which this Corporation is formed is to hold title to property, collect income therefrom, and remit the amount thereof, less expenses, to the shareholder of this Corporation. The powers of this Corporation shall be limited to those necessary and appropriate to achieve its purpose and not inconsistent with Section 501(c)(25) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision thereto, and to engage in the transaction of any and all lawful business in connection therewith for which corporations may be incorporated under the Florida Business Corporation Act; provided, however, that notwithstanding the above, the purpose of the Corporation shall be limited to the purposes

H03000344472 3

described in Section 501(c)(25) of the Code. The Corporation shall remit the entire amount of its net income to its shareholder at least annually.

#### ARTICLE VII

The Board of Directors shall exercise all corporate powers of the Corporation except as otherwise provided by law or by these Articles of Incorporation. The Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation; provided, however, that no amendment, alteration, change or repeal of the bylaws shall be made without the vote or written consent of the holders of a majority of the stock of the Corporation. Elections of the directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

#### ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholder herein are granted subject to this reservation; provided, however, that no amendment, alteration, change or repeal of any such provision shall be made without the vote or written consent of the sole stockholder of the Corporation.

#### ARTICLE IX

In all events and under all circumstances:

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law to, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(25) of the Code.

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit or be distributable to its incorporator, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purpose set forth in Article VI hereof, and (ii) to distribute, less expenses, to its shareholder as provided in paragraph (c) of this Article IX.

(c) The Corporation shall distribute its entire income, less expenses, within the meaning of Section 501(c)(25) of the Code, to its shareholder, which shall be an organization exempt from federal income taxation under Section 501(a) of the Code.


**ARTICLE X**

Upon dissolution of the Corporation, all of the Corporation's assets and property of every nature and description, remaining after payment or making provisions for the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution), shall be distributed to the then existing stockholder of the Corporation, which must qualify as an organization exempt from federal income taxation under Section 501(a) of the Code.

**ARTICLE XI**

The effective date of these Articles of Incorporation shall be December 29, 2003.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 30<sup>th</sup> day of December, 2003.

  
Robert J. Robes, Incorporator

DEC. 31. 2003 10:25AM

CORPORATION SVC CO

NO. 124 P. 5

H03000344472 3

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Corporation Service Company, having a business office at  
1201 Hays Street, Tallahassee, Florida 32301, and having been  
designated as the Registered Agent in the above and foregoing  
Articles of Incorporation of:

COMMONWEALTH HAMMOCK, INC.

Corporation Service Company is familiar with and accepts the  
obligations of the position of Registered Agent under Section  
607.0505, Florida Statutes.

By: 

Brian Courtney  
Asst. V. Pres.

H03000344472 3