

Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
Page 1 of 1
05 MAY 25 PM 12:03Florida 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.

(((H05000131638 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 : RODGSON RUSS LLP
Account Number : 072720000242
Phone : (561) 394-0500
Fax Number : (561) 394-3862

FLORIDA PROFIT CORPORATION OR P.A.

Sarasota Condominium Conversion, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	94.05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 25 PM 12:03

H05000131638 3

ARTICLES OF INCORPORATION

OF

SARASOTA CONDOMINIUM CONVERSION, INC.

ARTICLE 1

NAME

The name of this Corporation is SARASOTA CONDOMINIUM CONVERSION, INC.

ARTICLE 2

PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation shall be 1515 North Federal Highway, Suite 306, Boca Raton, Florida 33432.

ARTICLE 3

MAILING ADDRESS

The initial mailing address of this Corporation shall be 1515 North Federal Highway, Suite 306, Boca Raton, Florida 33432.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

H05000131638 3

H05000131638 3

ARTICLE 5

SHARES

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 10,000 shares of common stock of which 5,000 shall be voting common stock with a par value of \$0.01 per share ("Voting Common") and 5,000 shall be non-voting common stock with a par value of \$0.01 per share ("Non-Voting Common").

The powers, preferences, rights, qualifications, limitations or restrictions of the Voting Common and Non-Voting Common shares are as follows:

(A) Generally. Except as herein otherwise expressly provided, all Voting Common and Non-Voting Common shares shall be identical and shall entitle the holders thereof to the same rights and privileges.

(B) Voting Rights. Except as otherwise provided by law:

(i) The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder(s) of the Voting Common shares, and the holders of Non-Voting Common shares shall not be entitled to vote at any meeting of shareholders or otherwise to receive notice of any meeting of shareholders. Each Voting Common share of the Corporation shall be entitled to one (1) vote.

H05000131638 3

H05000131638 3

(ii) The Non-Voting Common shares shall not be included in determining the number of shares voting or entitled to vote on any matters to be voted on by the shareholders of the Corporation.

C. Dividend Rights. When and as dividends are declared thereon, whether payable in cash, in property or in securities of the Corporation, the holder(s) of Voting Common and Non-Voting Common shares shall be entitled to share equally, share for share, in such dividends, except that if dividends are declared which are payable in Voting Common or Non-Voting Common shares, dividends declared which are payable in shares of Voting Common shares shall be payable to the holder(s) of that class of shares and dividends declared which are payable in Non-Voting Common shares shall be payable to the holders of that class of shares. If the Corporation shall in any manner subdivide or combine the outstanding shares of one class of common shares, the outstanding shares of the other class of common shares shall be proportionately subdivided or combined.

ARTICLE 6

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that office is HRAWG CORP.

H05000131638 3

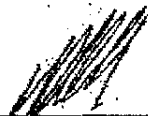
H05000131638 3

ARTICLE 7

INCORPORATOR

The name and address of the Incorporator is Mitchell Kirschner, c/o Hodgson Russ, LLP,
1801 N. Military Trail, Suite 200, Boca Raton, Florida 33431.

The undersigned has executed these Articles of Incorporation this 25 day of May,
2005.



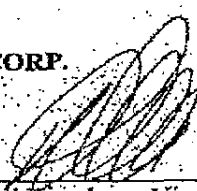
Mitchell Kirschner, Incorporator

H05000131638 3

H05000131638 3.

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
SARASOTA CONDOMINIUM CONVERSION, INC.**

Having been appointed as Registered Agent to accept service of process for the above-stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby accepts the appointment as Registered Agent and hereby agrees to act in this capacity. Further, the undersigned agrees to comply with the provisions of all statutes relative to the proper and complete performance of all duties and the undersigned is familiar with and accepts the obligations of such position.

HRAWG CORP.By: 

Mitchell Kirschner, Vice President

0016070277 FLADQCS 220289v1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 25 PM 12:03

H05000131638 3