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STEARNS WEAVER MILLER

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FLORIDA PROFIT CORPORATION OR P.A.

GMN PALAFOX, INC.

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H05000179535 3

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ARTICLES OF INCORPORATION
OF

GMN PALAFOX, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **GMN PALAFOX, INC.** (the "Corporation").
The address of the principal office and the mailing address of the Corporation is 300 N.W. 12th
Avenue, Miami, Florida 33128.

ARTICLE II - PURPOSE

The purposes for which the Corporation is organized are to carry out the purposes
of its sole shareholder, Greater Miami Neighborhoods, Inc., a Florida not-for-profit corporation,
in connection with the provision of decent housing that is affordable to low and moderate income
families in compliance with Revenue Procedure 96-32 and transacting any and all lawful
business in connection with such purpose.

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.

H05000179535 3

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>
Salvatore Martorano	300 N.W. 12 th Avenue Miami, FL 33128

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 five persons. The number of directors may be increased and thereafter 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 name and address of the members of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
Agustin Dominguez	300 N.W. 12 th Avenue Miami, FL 33128
Russell A. Sibley, Jr.	300 N.W. 12 th Avenue Miami, FL 33128
Ron Revaes	300 N.W. 12 th Avenue Miami, FL 33128

-2-

H05000179535 3

H05000179535 3

Salvatore Martorano 300 N.W. 12th Avenue
Miami, FL 33128

Kathleen Rodriguez 300 N.W. 12th Avenue
Miami, FL 33128

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Salvatore Martorano	300 N.W. 12 th Avenue Miami, FL 33128

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 canceled by a vote of the shareholders to amend or repeal said Articles.

H05000179535 3

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 26 day of July, 2005.


Salvatore Martorano, 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.


Salvatore Martorano, Registered Agent

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