

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Santa Barbara Oak Trees, Inc.

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**ARTICLES OF INCORPORATION
OF
SANTA BARBARA OAK TREES, INC.**

**ARTICLE I
NAME**

The name of the corporation is **SANTA BARBARA OAK TREES, INC.**, a Florida corporation (the "Corporation").

**ARTICLE II
ADDRESS**

The principal and mailing address of the Corporation shall be 6308 Oleandar Avenue, Ft. Pierce, FL 34982.

**ARTICLE III
DURATION**

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Florida Secretary of State.

**ARTICLE IV
PURPOSE**

The Corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

Fax Audit No: H05000274226 3

Fax Audit No: H05000274226 3

ARTICLE V
POWERS

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is: Marina Greenfield, 13429 S.W. 83 Avenue, Miami, FL 33156.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is One East Broward Blvd., Suite #1410, Ft. Lauderdale, FL 33301 and the name of the initial registered agent of this corporation at that address is Marshall A. Adams, Esq.

ARTICLE IX
INITIAL DIRECTORS

This corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The initial director of this corporation shall be: Marina Greenfield.

Fax Audit No: H05000274226 3

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ARTICLE X
INITIAL OFFICERS

The following shall be the initial officers of the Corporation:

- President - Marina Greenfield
- Secretary - Marina Greenfield

ARTICLE XI
LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act ("FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article 6 shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE XII
INDEMNIFICATION

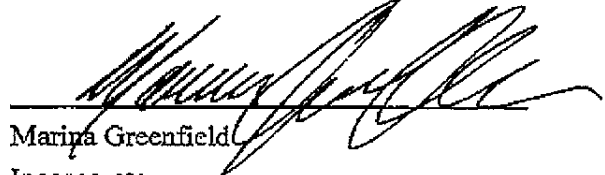
The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

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IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 29th day of November, 2005.


Marina Greenfield
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VIII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 29th day of November, 2005.

/s/ Marshall Adams, Esq.
Marshall Adams