

Division of Corporations

Page 1 of 1

P06000004028

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.

(((TI06000008141 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 : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

FILED STATES
SECRETARY OF CORPORATIONS
06 JAN 10 AM 9:11

FLORIDA PROFIT/NON PROFIT CORPORATION**CROSSINGS AT THE RIVER GP, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

MRB 1/12

H06000008141 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

06 JAN 10 AM 9:11

**ARTICLES OF INCORPORATION
OF
CROSSINGS AT THE RIVER GP, INC.**

ARTICLE I - NAME AND ADDRESS

The name of this corporation is CROSSINGS AT THE RIVER GP, INC. (the "Corporation").

The address of the principal office and the mailing address of the Corporation is 7483 S.W. 24th Street, Suite 209, Miami, Florida 33155.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

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.

H06000008141 3

ARTICLE IV - INITIAL REGISTEREDOFFICE 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>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

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 - INITIALBOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of seven persons. The number of directors may be 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 are:

<u>Name</u>	<u>Address</u>
Alben Duffie	Black Business Association 6013 N.W. 7 th Avenue, 2 nd Floor Miami, Florida 33127
Allen D. Fuller	Fuller & Suarez, P.A. 201 Alhambra Circle, Suite 602 Coral Gables, Florida 33134

H06000008141 3

H06000008141 3

<u>Name</u>	<u>Address</u>
Pamela Elfenbein, PhD	Florida International University Center on Aging 3000 N.E. 151 Street, AC1-234 North Miami, Florida 33181
Daniel A. Rosemond	18804 N.W. 79 th Way Haialeah, Florida 33015
Keith A. Bell	6541 S.W. 4 th Street Pembroke Pines, Florida 33023
Magali R. Abad	2430 S.W. 18 th Street Miami, Florida 33145
Bernadette Norris-Weeks	100 S.E. 6 th Street Fort Lauderdale, Florida 33301

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

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.

H06000008141 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

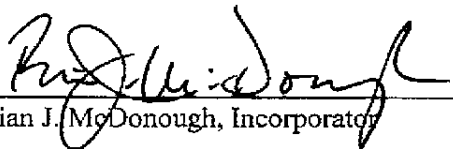
06 JAN 10 AM 9:11

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

10 day of January, 2006.

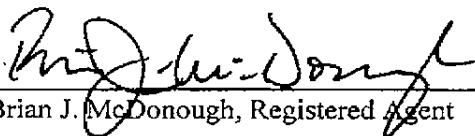

Brian J. McDonough, Incorporator

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.


Brian J. McDonough, Registered Agent

I:\W-CO\37297\CROSSINGS\ARTICLES.wpd