

## Division of Corporations

Florida Department of State  
Division of Corporations  
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Stephanie J.

# Electronic Filing Cover Sheet

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**FROM:**

Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP  
Account Number : 075350000132  
Phone : (305)374-7580  
Fax Number : (305)351-2122

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Douglas Gardens at Coral Way, Inc.**

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION  
OF  
DOUGLAS GARDENS AT CORAL WAY, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is DOUGLAS GARDENS AT CORAL WAY, INC. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation are:

5200 NE Second Avenue  
Miami, Florida 33137

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$0.01.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is:

777 Arthur Godfrey Road  
Miami Beach, Florida 33130

and the name and address of the initial registered agent of the Corporation are:

Stephen H. Cypen  
777 Arthur Godfrey Road  
Miami Beach, Florida 33130

**ARTICLE VI -- COMMENCEMENT**

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

**ARTICLE VII -- INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of three (3) directors. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be less than one. The name and address of the initial directors of this corporation are:

| <u>Name</u>      | <u>Address</u>  |
|------------------|---|
| Stephen H. Cypen | 777 Arthur Godfrey Road<br>Miami Beach, Florida 33130 |
| Sandford Miot    | 5200 NE Second Avenue<br>Miami, Florida 33137-2706    |
| Mark T. Knight   | 5200 NE Second Avenue<br>Miami, Florida 33137         |

**ARTICLE VIII -- INCORPORATOR**

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

Mark T. Knight  
5200 NE Second Avenue  
Miami, Florida 33137

**ARTICLE IX -- BY-LAWS**

The power to alter, amend or repeal the By-laws of the Corporation shall be vested in each of the Board of Directors and the shareholders of the Corporation. The shareholders of the Corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

**ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of the Corporation to the fullest extent permitted by law.

**ARTICLE XI - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof as of the 29th day of August, 2007.

  
\_\_\_\_\_  
Mark T. Knight

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

The undersigned, Stephen H. Cypen, has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of August 29, 2007.

By: 

Stephen H. Cypen

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