

**P09000091729**

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To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**WEH FLORIDA ASSOCIATES, INC.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLE I NAME**

The name of the corporation shall be:

WEH Florida Associates, Inc.

**ARTICLE II PRINCIPAL OFFICE**The principal street address and mailing address, if different is:379 Regatta Drive  
Jupiter, Florida 33477**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

To engage in real estate investment and other investments and to do any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV SHARES**

The number of shares of stock is:

1,000 authorized

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

Directors: Warren E. Halle and Martha D. Halle 379 Regatta Dr, Jupiter FL 33477  
Officers: Warren E Halle-President; Martha D. Halle-Vice Pres.; Stephen N. Fleischman-Vice Pres.& Secretary; Gerald W. Halle-Vice Pres.; Edwin C. Halle-Vice Pres.; Jonathan B. Halle-Vice Pres. & Treasurer address for all officers: 2900 Linden Lane #300, Silver Spring MD 20910**ARTICLE VI REGISTERED AGENT**The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

**ARTICLE VII INCORPORATOR**The name and address of the Incorporator is:

Warren E. Halle, 379 Regatta Drive, Jupiter, FL 33477

Article VIII and Article IX are attached hereto.

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Corporation Service Company

Sub G. Knight  
as its agentBy: Sub G. Knight

Signature Registered Agent

Date

x Warren E. Halle

Signature Incorporator

Warren E Halle

Date

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Article VIII: Except to the extent that the Florida Business Corporation Act prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

Article IX: The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as amended from time to time, indemnify each person who was or is a party of is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom.

With respect to any action, suit, proceeding or investigation for which indemnity will or could be sought, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the person seeking indemnification.

In the event that the Corporation does not assume the defense of any action, suit, proceeding or investigation for which indemnity will or could be sought, any expenses (including attorneys' fees) incurred by the person seeking indemnification in defending a civil or criminal action, suit, proceeding or investigation or any appeal therefrom shall be paid by the Corporation in advance of the final disposition of such matter upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this Article, which undertaking may be accepted without reference to the financial ability of such person to make such repayment.

The Corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the Board of Directors of the Corporation.

The indemnification rights provided in this Article (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.