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FLORIDA PROFIT/NON PROFIT CORPORATION

AL Special Member, Inc.

Certificate of Status	1
Certified Copy	1
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CERTIFICATE OF INCORPORATION  
OF  
AL SPECIAL MEMBER, INC.  
a Florida corporation

ARTICLE I

The name of the corporation is AL Special Member, Inc. (the "*Corporation*").

ARTICLE II

The address of the registered office of the Corporation in the State of Florida is 11911 US Highway 1, Suite 204, North Palm Beach, Florida 33408. The name of the registered agent of the Corporation at such address is Joseph G. Lubeck.

ARTICLE III

The Corporation's purpose is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "*FBCA*"). The Corporation will have perpetual existence.

ARTICLE IV

The total number of shares of all classes of stock which the Corporation has authority to issue is 100 shares, consisting of one class, as follows: 100 shares of Common Stock, no par value.

ARTICLE V

In furtherance of and not in limitation of the powers conferred by statute, the Corporation's Board of Directors will have the power to adopt, amend or repeal Bylaws of the Corporation.

ARTICLE VI

The election of directors need not be by written ballot unless the Corporation's Bylaws so provide.

ARTICLE VII

To the fullest extent permitted by law, no director of the Corporation will be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the FBCA is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation will be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. Neither any amendment nor the repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII, will eliminate,

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reduce or otherwise adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

#### ARTICLE VIII

(a) To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents (and any other persons to which Florida law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, votes of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted the FBCA, subject only to limits created by applicable Florida law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders and others.

(b) Each person who was or is made a party to, or is threatened to be made a party to, or is in any way involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "*proceeding*"), including any appeal from a proceeding, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or of a direct or indirect subsidiary of the Corporation, or is or was serving at the Corporation's request as a director or officer of another entity or enterprise, or was a director or officer of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another entity or enterprise at the request of such predecessor corporation, will be indemnified and held harmless by the Corporation, and the Corporation will advance all expenses incurred by any such person in defense of any such proceeding before its final determination, to the fullest extent authorized by the FBCA. In any proceeding against the Corporation to enforce these rights, such person will be presumed to be entitled to indemnification and the Corporation will have the burden of proving that such person has not met the standards of conduct for permissible indemnification set forth in the FBCA. The rights to indemnification and advancement of expenses conferred by this Article VIII will be presumed to have been relied upon by the directors and officers of the Corporation in serving or continuing to serve the Corporation and will be enforceable as contract rights. Said rights will not be exclusive of any other rights to which those seeking indemnification may otherwise be entitled. The Corporation may, upon written demand presented by a director or officer of the Corporation or of a direct or indirect subsidiary of the Corporation, or by a person serving at the Corporation's request as a director or officer of another entity or enterprise, enter into contracts to provide such persons with specified rights to indemnification, which contracts may confer rights and protections to the maximum extent permitted by the FBCA, as amended and in effect from time to time.

(c) If a claim under this Article VIII is not paid in full by the Corporation within 60 days after the Corporation receives a written claim, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant will be entitled to be paid also the expenses of prosecuting such claim. It will be a defense to any such action (other than an action brought to enforce the right to be advanced expenses incurred in defending any proceeding before its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met

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the standards of conduct which make it permissible under the FBCA for the Corporation to indemnify the claimant for the amount claimed, but the claimant will be presumed to be entitled to indemnification and the Corporation will have the burden of proving that the claimant has not met the standards of conduct for permissible indemnification set forth in the FBCA.

(d) If the FBCA is hereafter amended to permit the Corporation to provide broader indemnification rights than the FBCA permitted the Corporation to provide before such amendment, the indemnification rights conferred by this Article VIII will be broadened to the fullest extent permitted by the FBCA, as so amended.

#### ARTICLE IX

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide. The Corporation's books may be kept (subject to any provision contained in the statutes) outside of the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Corporation's Bylaws.

#### ARTICLE X

The name and mailing address of the incorporator is Joseph G. Lubeck, 11911 US Highway 1, Suite 204, North Palm Beach, Florida 33408. Upon filing of this Certificate of Incorporation, the powers of the incorporator shall terminate and Joseph G. Lubeck, 11911 US Highway 1, Suite 204, North Palm Beach, Florida 33408 shall serve as the sole director of the Corporation until the first annual meeting of stockholders of the Corporation or until his successor is elected and qualifies.

*[PAGE ENDS HERE; SIGNATURE PAGE FOLLOWS]*

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The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed and that the facts stated herein are true.

Date: May 20, 2016  
\_\_\_\_\_  
Joseph G. Lubeck, Incorporator

The undersigned, named as the registered agent in Article II of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

  
\_\_\_\_\_  
Joseph G. Lubeck, Registered Agent

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