

**P95000016252**

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HARRY ALLISON JOHNSTON  
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1904-1988  
PAUL C. WOLFE  
1933-1991  
RETIRED  
WILLIAM A. FOSTER  
OF COUNSEL  
L. MARTIN FLANAGAN

WRITER'S DIRECT LINE: \_\_\_\_\_

February 22, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

500001416235  
-02/27/95--01067--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **DELTA REALTY, INC.**

Dear Sir/Madam:

Enclosed please find two signed copies of the proposed Articles of Incorporation in regard to the above captioned corporation. Please note that the effective date is February 22, 1995. I have enclosed our firm's check in the amount of \$122.50, representing the \$35.00 filing fee, the \$52.50 certified copy fee and the \$35.00 registered agent designation fee.

Please forward a filed copy to the undersigned in the enclosed self-addressed stamped envelope.

Thank you.

Sincerely,

JONES FOSTER JOHNSTON & STUBBS, P.A.

  
Larry B. Alexander

LBA:lgb\11142-20\STATE.LE  
Enclosure

EFFECTIVE DATE  
02-22-95

FILED  
95 FEB 27 AM 9 39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

44  
2-28-95

**FILED**

95 FEB 27 AM 9:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**DELTA REALTY, INC.**

**EFFECTIVE DATE**

02-22-95

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

**Name**

The name of this corporation shall be **DELTA REALTY, INC.**

**ARTICLE II**

**Purpose**

This corporation is organized for the purpose of real estate development and for the purpose of transacting any or all lawful business.

**ARTICLE III**

**Capital Stock**

The capital stock of this corporation shall consist of 7,500 shares of common stock of \$1.00 par value, fully paid and non-assessable.

#### ARTICLE IV

##### Initial Registered Office Principal Place of Business & Mailing Address

The initial Registered Office of this corporation shall be located at 505 South Flagler Drive, Suite 1100, in the City of West Palm Beach, County of Palm Beach, State of Florida, and the name of the initial Registered Agent of this corporation at said address shall be Larry B. Alexander. The mailing address and the principal place of business shall be located at 505 South Flagler Drive, Suite 1325, in the City of West Palm Beach, County of Palm Beach, State of Florida 33401.

#### ARTICLE V

##### Initial Board of Directors

This corporation shall initially have three (3) Directors. The number of Directors may be changed from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial Directors are:

PAUL B HANNA  
505 South Flagler Drive  
Suite 1325  
West Palm Beach, FL 33401

Hank Porcher  
505 South Flagler Drive  
Suite 1325  
West Palm Beach, FL 33401

Edward Michael Eissey, Jr.  
505 South Flagler Drive  
Suite 1325  
West Palm Beach, FL 33401

## ARTICLE VI

### Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

F. Upon the proposed sale of any issued (or treasury) stock of this corporation, any holder of issued shares of this

corporation of the same class or series shall have the right to purchase his pro-rata share of such unissued or treasury shares as are proposed for sale as nearly as may be done without the issuance of fractional shares at the price at which such shares are offered to others.

#### ARTICLE VII

##### Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Paul B Hanna  
505 South Flagler Drive  
Suite 1325  
West Palm Beach, FL 33401

President

Hank Porcher  
505 South Flagler Drive  
Suite 1325  
West Palm Beach, FL 33401

Vice President

Edward Michael Eissey, Jr.  
505 South Flagler Drive  
Suite 1325  
West Palm Beach, FL 33401

Secretary/Treasurer

#### ARTICLE VIII

##### Incorporator

The name and address of the incorporator is:

Larry B. Alexander  
505 South Flagler Drive  
Suite 1100  
West Palm Beach, FL 33401

ARTICLE IX

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X

Commencement

This corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes 607.167, providing that corporate existence may begin up to five days before the filing with the Secretary of State.

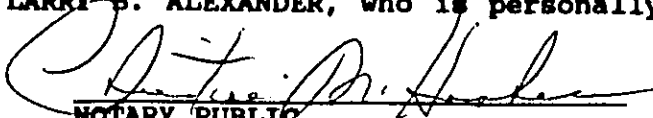
IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 22 day of February, 1995.

  
LARRY B. ALEXANDER

State of FLORIDA:  
County of PALM BEACH:

The foregoing instrument was acknowledged before me this 22nd day of February, 1995, by LARRY B. ALEXANDER, who is personally known to me.

(NOTARY SEAL)

  
NOTARY PUBLIC  
CHRISTINE M. HOOKER  
Print Name

MY COMMISSION EXPIRES:

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**

95 FEB 27 AM 9:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: **EFFECTIVE DATE**

02-22-95

That DELTA REALTY, INC., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 505 South Flagler Drive, Suite 1100, in the City of West Palm Beach, County of Palm Beach, State of Florida 33401, has named LARRY B. ALEXANDER, located at said address, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
LARRY B. ALEXANDER

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