

P95000020122

**GOLDSTEIN & ROOT**  
ATTORNEYS' AND COUNSELORS AT LAW  
NORTHERN TRUST PLAZA - SUITE 800  
301 YAMATO ROAD  
BOCA RATON, FLORIDA 33431

(407) 985-7750  
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GERALD A. GOLDSTEIN  
ALSO MEMBER PENNSYLVANIA BAR

JONATHAN S. ROOT

OF COUNSEL

ARNOLD P. KUHZINGER

February 23, 1995

Department of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

800001417368  
-02/28/95--01090--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Capital Gaines Realty II, Inc.  
Articles of Incorporation

W95-4554

Gentlemen:

Enclosed are two duly executed copies of the Articles of Incorporation for the above referenced corporation.

Please file the enclosed Articles of Incorporation, and upon completion of the filing process, certify and return to us one certificate under seal. We have enclosed a check in the amount of \$78.75 to cover the filing fee.

Thank you for your assistance in this matter.

Very truly yours,

Jerald A. Goldstein

JAG/dls  
Enclosures

JB 5/13/95

FILED  
MAR 12 1995 11:30 AM  
Tallahassee, Florida



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 2, 1995

JERALD A. GOLDSTEIN  
301 YAMATO ROAD  
SUITE 3101  
BOCA RATON, FL 33431

SUBJECT: CAPITAL GAIENS REALTY II, INC.  
Ref. Number: W95000004554

We have received your document for CAPITAL GAIENS REALTY II, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 895A00009134

**GOLDSTEIN & ROOT**  
ATTORNEYS AND COUNSELORS AT LAW  
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BOCA RATON, FLORIDA 33431

14071 995-7750  
FAX: 14071 241-6854

GERALD A. GOLDSTEIN  
ALSO MEMBER PENNSYLVANIA BAR

JONATHAN N. ROOT

OF COUNSEL  
ARNOLD P. KURZINGER

March 6, 1995

Ms. Agnes Bundick  
Corporate Specialist  
State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Capital Gaines Realty II, Inc.  
Articles of Incorporation  
Ref. No.: W95000004554

Dear Ms. Bundick:

In response to your letter of March 2, 1995 regarding the above referenced corporation, I have changed Paragraph 4 to add the principal and registered office of the Corporation.

Thank you for your assistance in this matter.

Very truly yours,

  
Gerald A. Goldstein

JAG/dls  
Enclosure

ARTICLES OF INCORPORATION  
OF  
CAPITAL GAINES REALTY II, INC.

FILED  
1995 MAR 13 PM 3:00  
STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be: Capital Gaines Realty II, Inc.

ARTICLE II.

PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To buy, sell, deal in, lease, hold, subdivide, improve and develop real estate; to establish subdivisions, towns, cities and villages and to dedicate lands for ways, roads, streets, alleys, sidewalks, parkways, parks and other purposes; and to engage in, conduct and carry on any business or undertaking for the improvement of property owned by the corporation or in which it may have an interest.

(b) To build, purchase, take, receive, lease or otherwise acquire, own, hold, use, maintain, alter, repair and improve, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of buildings, structures, works and improvements of all kinds; to plan, establish, furnish, decorate, equip, improve,

maintain, lease, sublease, sell, convey, exchange and transfer space, offices, rooms, suites and apartments; and to manufacture, purchase or otherwise acquire, own, use, install, maintain, repair, operate and deal in and with, and sell, mortgage, pledge, lease, or otherwise dispose of fixtures, improvements and furnishings of all kinds and any articles, materials, machinery, equipment and property used for or in connection with any business or property of the corporation.

(c) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deeds of trust, pledge or other lien; or the assumption thereof.

(d) To enter into, perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the purposes of the corporation.

(e) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

(f) To engage in any and all lawful acts or activities related to any of the above.

### ARTICLE III.

#### CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is 1,000 shares of common stock, having a nominal or par value of \$.50 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than \$.50.

ARTICLE IV.

TERM

This corporation shall have perpetual existence.

ARTICLE V.

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be JERALD A. GOLDSTEIN, and the Registered Agent's Office shall be located at 301 Yamato Road, Suite 3101, Boca Raton, Florida 33431, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law. The principal address of the Corporation is 3200 N. Federal Highway, #105, Boca Raton, Florida 33431.

ARTICLE VI.

DIRECTORS

This corporation shall have not less than 1 nor more than 5 directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

<u>Name</u>	<u>Street Address</u>
HERMAN GAINES	3200 N. Federal Highway, #105 Boca Raton, FL 33431
BRUCE GAINES	3200 N. Federal Highway, #105 Boca Raton, FL 33431
GARY GAINES	3200 N. Federal Highway, #105 Boca Raton, FL 33431

ARTICLE VII.

SUBSCRIBERS

The names and street addresses of the subscribers to the Articles of Incorporation are:

HERMAN GAINES	3200 N. Federal Highway, #105 Boca Raton, FL 33431
BRUCE GAINES	3200 N. Federal Highway, #105 Boca Raton, FL 33431
GARY GAINES	3200 N. Federal Highway, #105 Boca Raton, FL 33431

ARTICLE VIII.

SPECIAL PROVISIO

Any action by the directors of this Corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By- Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such

meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws by that vote.

#### ARTICLE IX.

##### INSPECTION OF BOOKS AND RECORDS

The Corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be



open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

#### ARTICLE X.

##### INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

#### ARTICLE XI.

##### TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII.

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Boca Raton, Palm Beach County, Florida, this \_\_\_\_ day of February, 1995.

Herman Gaines (SEAL)  
HERMAN GAINES

Bruce L. Gaines (SEAL)  
BRUCE GAINES

Gary Gaines (SEAL)  
GARY GAINES

STATE OF FLORIDA  
COUNTY OF PALM BEACH

)  
) ss:  
)

BEFORE ME, the undersigned authority, this day personally appeared HERMAN GAINES, BRUCE GAINES and GARY GAINES, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation of:

CAPITAL GAINES REALTY II, INC.

and they acknowledged before me that they signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Palm Beach County, Florida, this 16TH day of February, 1995.

John E. Baker  
Notary Public CC163975

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES DEC. 13, 1995  
RECORDED THIS GENERAL REG. UND

CERTIFICATE ACCEPTING DESIGNATION

AS

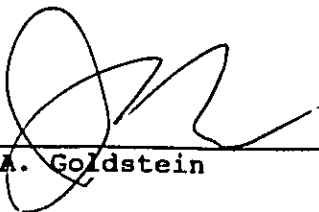
REGISTERED AGENT

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I HEREBY CERTIFY that I have accepted the designation as  
Registered Agent of:

CAPITAL GAINES REALTY II, INC.

and agree to serve as its agent to accept service to process within  
this State at its Registered Office.



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Jerald A. Goldstein

FILED  
1985 MAR 13 PM 3:03  
FALL RIVER, MASSACHUSETTS