

# P950000 21038

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95 MAR 15 PM 1:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



1116-D Thomasville Road  
Mount Vernon Square  
Tallahassee, Florida 32303  
(904) 222-2666  
(904) 222-1666 (Fax)  
(800) 969-1666

GLINDA P. BENNETT  
Personal Representative

300001430198  
-03/15/95--01060--002  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Poinciana Partners, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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  Certified Copy  
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  Certificate of Status

RECEIVED  
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OFFICE OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NANCY HENDRICKS MAR 15 1995

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
POINCIANA PARTNERS, INC.

FILED  
95 MAR 15 PM 1:03  
SECRETARY OF STATE  
TULSA, OKLAHOMA

Article I - Name

The name of the Corporation is:

POINCIANA PARTNERS, INC.

Article II - Duration

The Corporation shall have perpetual existence.

Article III - Purpose

This Corporation is organized for the purpose of transacting any lawful business and for the further purpose of:

To purchase, improve, develop, hold and enjoy real estate in fee simple and leasehold estate, upon ground or parcels, improved or unimproved, and on such terms as to time and manner of payment as may be agreed upon.

To buy, sell, own, lease and operate manufacturing establishments, manufacturing any and all kinds of products.

To hold, purchase and otherwise acquire, to be interested in and to sell, assign, pledge, or otherwise dispose of shares of the capital stock, bonds or other evidence of debt, issued or created by any other corporation, foreign or domestic, or individual, and as the holder of such shares of stock to have the right to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do. To exchange stock in this corporation for stock in other corporations.

To borrow money and contract debts which may be necessary for the transaction of business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes of the corporation to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, either secured by a mortgage, pledge or otherwise, or secured for money borrowed in payment of property purchased or acquired, or any other lawful objects.

To acquire the good will, rights and property, and to purchase the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner dispose of, the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contracts of every kind for any lawful purposes, without limit as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

To carry on any or all of its operations and business and to promote its objects within the State of Florida, or elsewhere, without restriction as to amount, with any person, firm,

association or corporation, town, city, country, state, territory or government.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world, as principals, agents, brokers, factors, contractors, or otherwise, alone or in the company with others.

To act as a holding company for any person, firm, association or corporation and in connection therewith, to purchase, grant, lease, mortgage, subdivide, sell or otherwise acquire, improve, develop, or dispose of, real estate and personal property, and to construct dwellings and other buildings on such real estate, and to finance same, and to act as rental agent in caring for the property of others.

To purchase, grant, lease, mortgage, subdivide, sell, hold or otherwise acquire, farm, improve, develop or dispose of, real property and personal property either as principal or agent, and to construct dwellings and other buildings on its own real estate or real estate of others, and to finance the same; and to sell, either as principal or agent, improvements of every kind, and to act as a rental agent in caring for the property of others.

To buy, hold, transfer, or otherwise deal in, tax certificates and tax titles and to do such things as are necessary and expedient to perfect title based upon tax certificates.

To purchase, lease, construct, or otherwise acquire, own and operate, apartments, hotels, restaurants, electric lighting and power plants, waterworks, ice plants, laundries, manufacturing

plants, repair shops, newspapers and other periodicals, theaters, amusement places, bathhouses, bathing beaches, air ships, motor vehicles and other vehicles for the transportation of passengers and freight, but not as a common carrier; and to conduct any lawful form of advertising in connection with any of its businesses.

To act as agent or broker for insurance companies (selling any kind of insurance) and surety and indemnity companies.

In general and in connection with the foregoing, the corporation may carry on any business, manufacturing or otherwise, and have and exercise all the powers conferred by the laws of the State of Florida upon corporations organized under its statutes; and it is further hereby specifically provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the general powers of this corporation.

#### Article IV - Capital Stock

The shares of stock in this Corporation shall be divided into 1000 shares of Class A Common stock and 110 shares of Class A Preferred stock and 100 shares of Class B Preferred stock. The Class A Common stock shall have a par value of \$1.00 per share.

#### Article V - Relative Rights, Privileges and Limitations

The relative rights, preferences, privileges and limitations of the shares of each class of stock are as follows:

- A. Voting Rights - The holders of Class A Common stock shall have one vote for each share. The holders of Class A Preferred stock shall have five votes for each share. The holders of Class B Preferred stock

shall have one vote per share.

B. Liquidation or Dissolution - In the event of the voluntary liquidation or dissolution of the Corporation, the holders of Class A Preferred stock and the holders of Class B Preferred stock shall each be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, the sum of \$10,000.00 per share.

Thereafter, each share of common and preferred stock will receive equal distributions from the Corporation.

#### Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the same price at which it is offered to others.

#### Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 442 Poinciana Drive, Hallandale, Florida 33009, and the name of the initial registered agent of this Corporation at that address is **CHARLES FOX MILLER**.

#### Article VIII - Principal Office and Mailing Address

The Corporation's principal office and mailing address are as follows: 4040 Sheridan Street, Hollywood, Florida 33021.

Article IX - Initial Board of Directors

This Corporation shall have five (5) directors initially. The number of the directors may either be increased or diminished from time to time by the By-Laws but shall never be less than five (5). The names and addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
James Fox Miller	442 Poinciana Drive Hallandale, FL 33009
Jonathan Boies	442 Poinciana Drive Hallandale, FL 33009
David Boies	11101 Sewickley Place Fairfax, VA 22030
Caryl Boies	3506 Promontory Street San Diego, CA 92109
Christopher Boies	2 Middle Patent Road Armonk, N.Y. 10509

Article X - Incorporator

The name and address of the person subscribing to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Charles Fox Miller	442 Poinciana Drive Hallandale, FL 33009

Article XI - Powers

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation this 14 day of MARCH,  
1995.

Charles Fox Miller (L.S.)  
CHARLES FOX MILLER, Incorporator

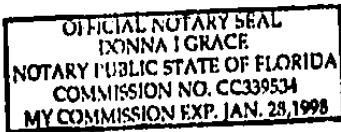
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14  
day of MARCH, 1995, by **CHARLES FOX MILLER**, who is  
personally known to me, or if not, produced N/A  
as identification.

My Commission Expires:

Donna J. Grace  
Notary Public





**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for  
**POINCIANA PARTNERS, INC.** at the place designated in the Articles of  
Incorporation, **CHARLES FOX MILLER** agrees to act in that capacity  
and agrees to comply with the provisions of Section 48.091 relative  
to keeping open such office.

Dated this 14 day MARCH, 1995.

  
**CHARLES FOX MILLER, Registered  
Agent**

**FILED**  
95 MAR 15 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A:Poincian.Art  
JLS/dig (Corporations #4)  
3/14/95

# P95 0000 21038

Requestor's Name

400001757314  
-03/26/96--01071--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Miller Schwartz and Miller PA*  
Requestor's Name

Office Use Only

*PO Box 7259*  
Address

OFFICER(S), (if known):

*Hollywood, FL 3301-8259*  
City/State/Zip Phone #

Document #)

- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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TALLAHASSEE, FLORIDA

NEW FILINGS	
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<input type="checkbox"/>	Other

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REF  
3/27*

Examiner's Initials	
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## ARTICLES OF DISSOLUTION

**Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:**

**FIRST:** The name of the Corporation is POINCIANA PARTNERS, INC.

**SECOND:** The articles of incorporation were filed on MARCH 15, 1995

**THIRD:** (Check One)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

**FOURTH:** No debt of the corporation remains unpaid.

**FIFTH:** The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

**SIXTH:** Adoption of dissolution (Check One)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 21<sup>st</sup> day of March, 1996.

Signature 

(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

CHARLES FOX MILLER

(Typed or printed name)

PRESIDENT

(Title)

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TALLAHASSEE, FLORIDA