

P9500003/473

(Req)

FLEMING, HAILE, SHAW & GUNDLACH, P.A.  
THREE GOLDEN BEAR PLAZA, SUITE 300  
11780 U.S. HIGHWAY ONE  
NORTH PALM BEACH, FL 33408

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

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

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04/21/95 01118--009  
\*\*\*\*140.00 \*\*\*\*70.00

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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

954/21  
95 APR 18 PM 2:10  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
HILLSBORO LAND DEVELOPMENT CO.**

---

The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is **HILLSBORO LAND DEVELOPMENT CO.**
2. The initial mailing address of the Corporation is:  
11780 U.S. Highway One, Suite 300  
North Palm Beach, Florida 33408
3. The Corporation shall have perpetual existence.
4. The general purpose or purposes for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
5. The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00), all of one class.
6. The address of the initial registered office of the Corporation is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida, 33408. The Registered Agent at that address is FHS Corporate Services, Inc., a Florida corporation.
7. The name of the Incorporator is James H. Schnare II and his address is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
8. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.
9. The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned has this 14th day of April, 1995, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.



James H. Schnare II, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Corporation. We are familiar with, and accept, the obligations of, Section 607.0505 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.,  
a Florida corporation

By: *J. H. Schnare II*  
James H. Schnare II  
Its President

**ACKNOWLEDGMENT**

STATE OF FLORIDA

SS:

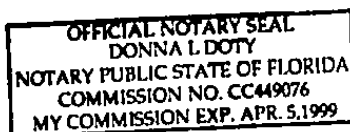
COUNTY OF PALM BEACH

BEFORE ME, the undersigned, a Notary Public, personally appeared James H. Schnare II, who is personally known to me and known to me to be the Sole Incorporator named in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and seal this 14<sup>th</sup> day of April, 1995.

*Donna L. Doty*  
Donna L. Doty  
Notary Public

SEAL:



Prepared By:  
James H. Schnare II, Fla. Bar No. 332739  
Fleming, Haile, Shaw & Gundlach, P.A.  
11780 U.S. Highway One, Suite 300  
North Palm Beach, Florida 33408  
(407) 627-8100

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 18 PM 2:10

P95000031473

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

ATTORNEYS AND COUNSELLORS

FLAGLER CENTER TOWER  
808 SOUTH FLAGLER DRIVE  
ELEVENTH FLOOR  
WEST PALM BEACH, FLORIDA 33401

P. O. BOX 3478  
WEST PALM BEACH, FLORIDA 33402-3478  
(888) 888-3000

FAX: (888) 832-1454  
650-0462

WRITER'S DIRECT LINE:  
E-Mail Address: jfj@jfx.net.com

LARRY D. ALEXANDER  
CARL ANGELOFF  
M. THADDEUS BARNETT  
CLAY D. BROOKER  
JOYCE A. CONWAY  
MARIAH B. COOPER  
EDWARD DIAZ  
HERSCHEL D. DOANE  
CHRISTOPHER R. DUKE  
H. MICHAEL FABLEY  
BOBBY G. HARRIS  
THORNTON M. HENRY  
PETER B. HOLTON  
MARK B. KLEINFELD

MICHAEL T. KRAUS  
JOHN BLAIR MACRACKEN  
SCOTT L. McMULLEN  
DAVID PHATT  
JOHN G. HAMMILL  
STEVEN J. HATHAWAY  
PETER A. BACHIN  
D. CULVER SMITH III  
SIDNEY A. STUBBS  
ALLEN H. TOMLINSON  
JOHN D. TRIMMER  
DANIEL R. WAXMAN  
H. ADAMS WEAVER

HENRY F. LILIENTHAL  
1902-1988  
HARRY ALLISON JOHNSTON  
1906-1983  
R. BRUCE JONES  
1904-1988  
PAUL O. WOLFE  
1932-1981  
RETIRED  
WILLIAM A. FOSTER  
OF COUNSEL  
L. MARTIN FLANAGAN  
JACK A. PLIBCO

October 25, 1996

Via Federal Express  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Hillsboro Land Development Co.  
and Hillsboro Marketplace, Ltd.

Dear Sirs:

Enclosed herewith is an original and one copy of Amendment No. 1 to Articles of Incorporation of Hillsboro Land Development Co. wherein the company has changed the name of the corporation from Hillsboro Land Development Co. to "Jupiter Land Development Co., Inc." Please file the original and return the copy certified.

Also enclosed herewith is an original and one copy of Amendment No. 1 to Certificate of Limited Partnership of Hillsboro Marketplace, Ltd. wherein the partnership has changed its name to "Jupiter Festival, Ltd." Please file the original and return the copy certified.

Finally, enclosed herewith is our firm trust account check for \$87.50 to cover the costs of filing same. Please let me know if I can be of any further assistance.

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

*M. M. Bechtel*  
Marian M. Bechtel, Secretary to  
Peter S. Holton, Esq. and to  
Laura K. McNeill, C.L.A.

mb  
O:\USERS\ATTY\PSH\18579-1\STATE.03

200001987642--2  
-10/28/96--01074--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

200001987642--2  
-10/28/96--01074--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

FILED  
96 OCT 28 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 1/4

AMENDMENT NO. 1  
TO  
ARTICLES OF INCORPORATION  
OF  
HILLSBORO LAND DEVELOPMENT CO.

Hillsboro Land Development Co., a Florida corporation, under its corporate seal and the hands of its President and Secretary, Craig I. Menin, hereby certifies that:

Upon the proposal of the Board of Directors of the corporation, the following resolution was duly and unanimously adopted by the Board of Directors and by all holders of the outstanding stock of the corporation, by written instrument dated September 23, 1996, to-wit:

RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Certificate of Incorporation of Hillsboro Land Development Co., which was approved and filed in the office of the Secretary of State at Tallahassee, Florida, on April 18, 1995, be amended by striking paragraph 1. thereof in its entirety and by substituting therefor the following:

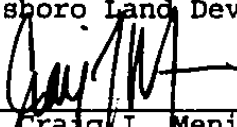
"1. The name of this  
corporation shall be Jupiter Land  
Development Co., Inc."

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and Secretary this 23 day of September, 1996.

(CORPORATE SEAL)

Hillsboro Land Development Co.

By

  
Craig I. Menin,  
President/Secretary

FILED  
95 OCT 28 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF Virginia

COUNTY OF Hanover

I HEREBY CERTIFY that the foregoing document was acknowledged before me by Craig I. Menin, President and Secretary of Hillsboro Land Development Co., on behalf of said corporation, who are personally known to me or who produced drivers' licenses as identification this 23 day of September, 1996.

(NOTARY SEAL)

Carolyn Singer  
Notary Public  
Print Name: CAROLYN SINGER  
Commission No.: \_\_\_\_\_  
My Commission Expires: 2/28/97

GAUSERSVATTYVPSI18579-11HILLSBOR.NC