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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BEAR COTTAGE, INC.
FAX AUDIT NUMBER: H95000006406
DATE REQUESTED: 06/08/1995
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**ARTICLES OF INCORPORATION
OF
BEAR COTTAGE, INC.**

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND ADDRESS OF CORPORATION**

The name and address of the corporation shall be:

BEAR COTTAGE, INC.
9965 S.W. 66th Street
Miami, Florida 33173

**ARTICLE II
DURATION OF CORPORATION**

The duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

**ARTICLE IV
AUTHORIZED CAPITAL**

The aggregate number of shares which the Corporation is authorized to issue is 7,500. Such shares shall be Common Stock of a single class and shall have \$1.00 par value.

**ARTICLE V
RIGHT OF TRANSFERABILITY**

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

**ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be: Renier Cruz, Esq., 1740 Coral Way, Suite A, Miami, FL 33145.

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

This Instrument was prepared by:
Renier Cruz, Esq.
1740 Coral Way, Suite A
Miami, FL 33145
FL Bar No.: 320651

(305) 859. 8700

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**ARTICLE VII
DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

Tim Anderson, 9965 S.W. 66th Street, Miami, FL 33173
Ann Anderson, 9965 S.W. 66th Street, Miami, FL 33173

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his successor is elected and qualified or appointed, or until his earlier resignation, removal from office, or death, whichever occurs first.

**ARTICLE VIII
INCORPORATORS**

The name and address of each incorporator to these Articles of Incorporation is:
Ann Anderson, 9965 S.W. 66th Street, Miami, Florida 33173

**ARTICLE IX
AMENDMENT OF BY-LAWS**

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

**ARTICLE X
AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI
INFORMAL ACT OF DIRECTORS**

If all the Directors severally or collectively consent, in writing, to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII
MEETING**

The Corporation may hold its meetings of Stockholders and/or Directors, either within or without the State of Florida.

**ARTICLE XIII
STOCKHOLDER'S AGREEMENTS**

When any written agreement is made between Stockholders of the Corporation which involves the interests of the Corporation, such agreement shall be binding upon the Corporation

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provided a copy of same shall be filed with the Corporate Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, and Agents of the Corporation.

Agreements between Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholder's agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with the terms of the Stockholder's agreements) consenting to the revocation and cancellation of the agreements among the Stockholders.

ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, Partnership, Joint Venture, Trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors (subject to approval by a majority of Stockholders) that indemnification is proper in the particular circumstances.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any Director, Officer, employee, or agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by him or her in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any Resolution or Agreement duly adopted by a majority of Stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 31st day of May, 1995.


Ann Anderson, Incorporator

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Ann Anderson to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have set my hand and seal, this 31st day of May, 1995.

My Commission Expires:

Magda Vidulich
NOTARY PUBLIC-STATE OF FLORIDA
AT LARGE

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

THAT BEAR COTTAGE, INC. desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, Miami, County of Dade, State of Florida, has named: RENEER CRUZ, ESQ. as its Agent to accept Service of Process within this State.

Ann Anderson
Ann Anderson, Incorporator

TITLE: _____

DATE: _____

ACKNOWLEDGMENT

Having been made to accept Service of Process for the abovesigned Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

Renier Cruz
Renier Cruz, Registered Agent

IN WITNESS THEREOF, the Incorporator has hereunto subscribed this name, on the 31st day of May, 1995.

Ann Anderson
Ann Anderson, Incorporator

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Ann Anderson who being first duly sworn, deposes and says: that she is the person named in the foregoing Articles of Incorporation and that she has read the same, knows the contents thereof and that the same are true.

SWORN TO AND SUBSCRIBED before me this 31st Day of May, 1995.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JULY 31, 1998
BONDED BY WICKBERRY & ASSOCIATES

My Commission Expires:

Gilberto Vidiello
NOTARY PUBLIC, STATE OF FLORIDA

This Instrument was prepared by:
Ranier Cruz, Esq.
1740 Coral Way, Suite A
Miami, FL 33145
FL Bar No.: 320651

RECORDED
INDEXED
MAY 31 1995

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$275 (IF DISSOLVED, MINIMUM AMOUNT DUE TO IN STATE: \$375.)

PROFIT
CORPORATION
ANNUAL REPORT

1996

DOCUMENT # P95000044490

Boar Cottage, Inc.

Principal Place of Business
9995 S.W. 66th St.
Miami, FL 33173

Mailing Address
9995 S.W. 66th St.
Miami, FL 33173

FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida
Secretary of State
DIVISION OF CORPORATIONS

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mwb
11-6-96

RENEW STATEMENT 1996

2. Principal Place of Business	2a. Mailing Address	3. Date incorporated or qualified	3a. Date of last report
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	6/8/95	
22. City & State	27. City & State	4. FIC Number	Applied For / Not Applicable
23. Zip	28. Zip	65-0619467	
24. Country	29. Country	5. Certificate of Status Desired	8.75 Additional Fee Required
	30. Country		
9. Name and Address of Current Registered Agent		6. Election Campaign Finance and Fund Contribution	\$5.00 May Be Added to Fees
		8. This corporation has liability for intangible Florida Statutes	under s. 100.032.
		10. Name and Address of New Registered Agent	

Cruz, Renier
1740 Coral Way
Suite A
Miami, FL 33145

81. Name	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	
83. City	

11. Pursuant to the provisions of Sections 607.0507 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered agent. I, Renier Cruz, Registered Agent, hereby accept the appointment as registered agent.

SIGNATURE: *Renier Cruz* (Print Name of Agent Signature Required When Incorporated)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	NAME	TITLE	NAME
President / Director	Anderson, Ann	11. TITLE	11. NAME
9995 S.W. 66th St.		12. STREET ADDRESS	12. NAME
Miami, FL 33173		13. CITY - ST - ZIP	13. NAME
Vice President / Director	Anderson, Tim	21. TITLE	21. NAME
9995 S.W. 66th St.		22. STREET ADDRESS	22. NAME
Miami, FL 33173		23. CITY - ST - ZIP	23. NAME
		31. TITLE	31. NAME
		32. STREET ADDRESS	32. NAME
		33. CITY - ST - ZIP	33. NAME
		41. TITLE	41. NAME
		42. STREET ADDRESS	42. NAME
		43. CITY - ST - ZIP	43. NAME
		51. TITLE	51. NAME
		52. STREET ADDRESS	52. NAME
		53. CITY - ST - ZIP	53. NAME
		61. TITLE	61. NAME
		62. STREET ADDRESS	62. NAME
		63. CITY - ST - ZIP	63. NAME

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 19.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. That I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Ann Anderson*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9-18-96 (305) 274-9813
Date Daytime Phone #