



ACCOUNT NO. : 07210000032

REFERENCE : 616460 4656A

AUTHORIZATION : *Patricia Pyjute*

COST LIMIT : \$ 122.50

ORDER DATE : June 13, 1995

ORDER TIME : 9:59 AM

ORDER NO. : 616460

CUSTOMER NO: 4656A

CUSTOMER: Myrna Anne Norman, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: THE CONTINENTAL COMPANIES OF  
SOUTH FLORIDA, INC.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

T. BROWN

JUN 13 1995

FILED  
95 JUN 13 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# GREENBERG

ATTORNEYS AT LAW

## TRAUBIG

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Fernando C. Alonso  
Cesar L. Alvarez  
Liliana Armas  
Daniel H. Aronson  
David G. Ashburn  
Charles M. Auslander  
James L. Bachus  
Fred W. Baggett  
Kerri L. Barsh  
Hilarie Bass  
V. Dawn Beigley  
Norman J. Benford  
Dale S. Bergman  
Paul Berkowitz  
Bridget Berry  
Mark E. Bileau  
Lawrence Jon Bielby  
Mark D. Bloom  
Reginald L. Boothillier, Jr.  
Howard Bregman  
Francis B. Bragan, Jr.  
Burt Bruton  
Gabriel Bulgac  
Bernardo Burstein  
David B. Chase  
Michael J. Cherniga  
Ary Choueke  
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Gustavo J. Lamelas  
Steven A. Landy  
Steven B. Lapidus  
Linda E. Larrera  
Nancy B. Lash  
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James P. S. Leshaw  
Marc S. Levin  
Oscar Levin  
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Alfred J. Malefatto  
Samantha D. Malloy  
Fernanda Margart  
Ines Marrero-Prieguez  
Enrique J. Martin  
Pedro A. Martin  
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Roberto R. Pupo  
Albert D. Quentel  
Daniel E. Reed  
C. Ryan Resto  
Barry Scott Richard  
Douglas J. Rillstone  
Andrés Rivera

A. Jeffrey Robinson  
Kenneth R. Robinson  
Raquel A. Rodriguez  
Marvin S. Rosen  
Richard A. Rosenbaum  
Eric D. Rosenberg  
Donald M. Rosengarten  
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Stephen D. Sanford  
Gary A. Saul  
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Frank Scruggs  
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Brian J. Sherr  
Lawrence Silverman  
Marlene K. Silverman  
Holly R. Skolnick  
Denise Mender Smith  
Lori A. Sochin  
Charles E. Silver, Jr.  
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Douglas R. Thornburg  
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Peter L. Tross  
Merrill A. Ulmer  
Brian J. Walsh  
Keith Wasserstrom  
Fern S. Watts  
Elise D. Weakley

Gary Weinfield  
Jeffrey Weinhorn  
David E. Wells  
Bradford D. West  
Howard W. Whitaker  
Kelly Whiter  
William S. Wilson  
Jerrold A. Wish  
Timothy D. Wolfe  
Linda G. Worton  
Arthur C. Young  
Julie A. Zahner  
Robert A. Zion

### Of Counsel

Arnold J. Hoffman  
Patricia Menendez Cambio  
Ambler H. Moss, Jr.  
Patrick T. O'Brien  
Allan Salovin  
Paul E. Shapiro  
H. Allan Shore  
Marc M. Watson  
Julie A.S. Williamson

Melvin N. Greenberg  
(1928-1994)

Myrna Anne Norman  
(305) 789-5375

June 12, 1995

Florida Division of Corporations  
DOMESTIC CHARTER SECTION  
P.O. Box 6327  
Tallahassee, FL 32314

Re: THE CONTINENTAL COMPANIES OF SOUTH FLORIDA, INC.

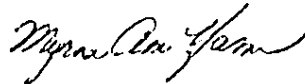
Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Secretary of State  
June 12, 1995  
Page 2

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Myrna Anne Norman".

Myrna Anne Norman  
Legal Assistant

**ARTICLES OF INCORPORATION  
OF  
THE CONTINENTAL COMPANIES OF SOUTH FLORIDA, INC.**

FILED  
95 JUN 13 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is THE CONTINENTAL COMPANIES OF SOUTH FLORIDA, INC., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 3250 Mary Street, Fifth Floor, Miami, FL 33133.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Information Services, Inc.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

SHERWOOD M. WEISER  
3250 Mary Street, 5th Floor  
Miami, Florida 33133

DONALD E. LEFTON  
3250 Mary Street, 5th Floor  
Coconut Grove, FL 33133

#### ARTICLE VII

The name of the Incorporator is Bradford D. West and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

#### ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12th day of June, 1995.

  
\_\_\_\_\_  
BRADFORD D. WEST - Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of The Continental Companies of South Florida, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION INFORMATION SERVICES,  
INC., Registered Agent

BY: Patricia Pizzuto  
PATRICIA PIZZUTO, as Agent for  
Registered Agent

Dated: June 13, 1995

FILED  
95 JUN 13 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32304

800-342-8086

904-222-0171



**networks**

PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

DIVISION OF CORPORATION

**P95000045796**

ACCOUNT NO. : 072100000032

REFERENCE : 622095 4656A

AUTHORIZATION :

*Paloma Pizato*

COST LIMIT : \$ 87.50

ORDER DATE : June 19, 1995

ORDER TIME : 9:19 AM

ORDER NO. : 622095

CUSTOMER NO: 4656A

CUSTOMER: Myrna Anne Norman, Legal Asst  
Greenberg Traurig Hoffman  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

300001516273

DOMESTIC AMENDMENT FILING

NAME: THE CONTINENTAL COMPANIES OF  
SOUTH FLORIDA , INC.

XX ARTICLES OF AMENDMENT  
\_\_\_ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

95 JUN 19 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

*OK.  
per  
S.P.*

*7/16  
Jon  
Art of  
Correction  
C.C.*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 19, 1995

*Use file date*

CSC NETWORKS  
DEBBIE  
TALLAHASSEE, FL

*resubmit*

SUBJECT: THE CONTINENTAL COMPANIES OF SOUTH FLORIDA, INC.  
Ref. Number: P95000045796

We have received your document for THE CONTINENTAL COMPANIES OF SOUTH FLORIDA, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The document can not be executed by an incorporator if directors have been selected.

The document states that a copy of the Articles of Incorporation are attached --- the attachment must be attached, or you must remove the reference to its being attached.

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) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 095A00030019

RECEIVED  
JUN 21 1995  
DIVISION OF CORPORATIONS



**ARTICLES OF CORRECTION  
TO  
ARTICLES OF INCORPORATION  
OF  
THE CONTINENTAL COMPANIES OF SOUTH FLORIDA, INC.**

Pursuant to the provisions of §607.0124 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Articles of Correction to its Articles of Incorporation:

1. These Articles of Correction are hereby filed to correct the Articles of Incorporation of **THE CONTINENTAL COMPANIES OF SOUTH FLORIDA, INC.** (the "Corporation"), Charter #P95000045796, filed on June 13, 1995, a copy of which is attached.

2. The incorrect statement is in Article I of the Articles of Incorporation concerning the name of the Corporation. The name of the corporation is **CHC REIT MANAGEMENT CORPORATION**.

IN WITNESS WHEREOF, the undersigned being the Executive Vice President, Secretary and Treasurer of the Corporation, has executed these Articles of Correction to Articles of Incorporation of The Continental Companies of South Florida, Inc. this 26<sup>th</sup> day of June, 1995, to be effective as of the date of filing the Articles of Incorporation.

**THE CONTINENTAL COMPANIES OF  
SOUTH FLORIDA, INC.**  
a Florida corporation

BY: W. Peter Temling

W. Peter Temling, Executive Vice  
President, Secretary and Treasurer

**FILED**  
95 JUN 19 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Exhibit

ARTICLES OF INCORPORATION  
OF

THE CONTINENTAL COMPANIES OF SOUTH FLORIDA, INC.

FILED  
95 JUN 13 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is THE CONTINENTAL COMPANIES OF SOUTH FLORIDA, INC., (the "Corporation").

ARTICLE II

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ARTICLE III

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<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Information Services, Inc.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

SHERWOOD M. WEISER  
3250 Mary Street, 5th Floor  
Miami, Florida 33133

DONALD E. LEFTON  
3250 Mary Street, 5th Floor  
Coconut Grove, FL 33133

#### ARTICLE VII

The name of the Incorporator is Bradford D. West and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

#### ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12th day of June, 1995.

  
BRADFORD D. WEST - Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of The Continental Companies of South Florida, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION INFORMATION SERVICES,  
INC., Registered Agent

BY: Patricia Pizzuto  
PATRICIA PIZZUTO, as Agent for  
Registered Agent

Dated: June 13, 1995

FILED  
JUN 13 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARVIN PELTZ

Attorney at Law

Suite 507

1500 Mary Street

Miami, Florida 33133

Admitted to the Bar

Telephone  
305 441 1000  
Fax  
305 441 1000

P95000045796  
September 12, 1996

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

RECEIVED  
SEP 16 1996  
TALLAHASSEE, FL  
\*\*\*\*\*

Re: CHC REIT Management Corporation;  
Change of Registered Agent.

To whom it may concern:

I enclose an executed Change of Registered Agent form  
together with a check for \$35.00 to cover the filing fee.

Please change the agent from Corporation Information  
Services, Inc. to Arvin Peltz, Esq.

Thank you for your assistance.

Sincerely,

Arvin Peltz

AP/1110

Enclosures

cc: Donald E. Lefton Vice Chairman

x users: station2 docs: corp: chc: reit: man: sec

RECEIVED  
SEP 16 1996  
TALLAHASSEE, FL  
\*\*\*\*\*

Handwritten notes and signatures at the bottom right of the page.

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1 The name of the corporation is CHIC KELT MANAGEMENT CORPORATION

2 The mailing address of the corporation is 3250 MARY STREET, SUITE 500, MIAMI, FL 33133

3 Date of incorporation/qualification 6/13/95 Document number 1925000045796 (C)

4 The name and address of the current registered agent and office:

CORPORATION INFORMATION SERVICES, INC.

101 HAYS STREET

TALLAHASSEE, FLORIDA 32301-2525

5 The name and address of the new registered agent and office (P.O. Box Not Acceptable)

ARVIN FELTZ, ESQ.

3250 MARY STREET, SUITE 500

MIAMI, FLORIDA 33133

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board

W. Peter Temling  
(Signature of an officer, chairman or vice chairman of the board)

4/1/98  
(Date)

W. PETER TEMLING, VICE PRESIDENT

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Arvin Feltz  
(Signature of Registered Agent)

4/1/98  
(Date)

If signing on behalf of an entity

Arvin Feltz  
(Typed or Printed Name)

Arvin Feltz  
(Capacity)