

1/25/96 8:37 AM  
FLORIDA DIVISION OF CORPORATIONS  
UNIVERSITY MICROFILMS INTERNATIONAL  
ELECTRONIC MAILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: JOHN SHRA, P.A.  
DEPARTMENT OF STATE 2940 S TAMiami TRAIL  
TALLAHASSEE, FLORIDA 32309-0006  
409 EAST GAINES STREET SARASOTA FL 34230

0006194  
TALLAHASSEE, FL 32399 CONTACT: STEPHANIE ROBINSON  
FAX: (904) 922 4000 PHONE: (941) 365-8848  
FAX: (941) 365-8692  
(((H96000001197))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PLACIDA ARBOR GREENE, INC.  
FAX AUDIT NUMBER: H96000001197 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 01/25/1996 TIME REQUESTED: 08:37:03  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
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(((H96000001197)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:

*[Handwritten signature]*  
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95 JAN 25 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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96 JAN 25 AM 9:30  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
FLACIDA ARBOR GREENE, INC.**

FILED  
05 JUN 25 PM 4:10  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
DADE, FLORIDA

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is PLACIDA ARBOR GREENE, INC.

**ARTICLE II - PURPOSE**

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be 5370 Gulf of Mexico Drive, Longboat Key, Florida 34228.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

**ARTICLE V - DURATION**

This corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS**

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

**ARTICLE VII - DIRECTORS**

This corporation shall have an initial Board of Directors  
Prepared by: John Shea, P.A.  
2940 So. Tamiami Trail  
Sarasota, FL 34239  
941/365-8848  
Florida Bar No. 261424

consisting of two directors, whose names and street addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ELIZABETH A. COLEMAN	4376 Maplewood Ln. Sarasota, FL 34230
HENNY PELDENRO	Alexander Nuttalaan 40 6221 CE Maastricht, Holland

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Elizabeth A. Coleman	5370 Gulf of Mexico Dr. Longboat Key, Florida 34228

**ARTICLE IX - BYLAWS**

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

**ARTICLE X - INDEMNIFICATION**

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

**ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT**

This corporation has named Stephanie Robinson as its agent to accept service of process within the State. The street address of the initial registered office is 2940 South Tamiami Trail, Sarasota, Florida 34239.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 24th day of January, 1996.

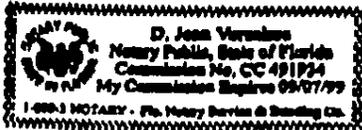
Elizabeth A. Coleman  
Elizabeth A. Coleman

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 24th day of January, 1996 by Elizabeth A. Coleman who is personally known to me or who has produced her Florida Driver's License as identification.

My commission expires:

D. Jean Versator  
Print Name: D. Jean Versator  
NOTARY PUBLIC



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95 JUN 25 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT:**

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

Stephanie Robinson  
Stephanie Robinson

plac-arb.art

P96000007916

JOHN SHEA, P.A.  
ATTORNEY AT LAW

TELEPHONE (904) 806-0040  
FACSIMILE (904) 806-0002

2040 SO. TAMiami TRAIL  
SARASOTA, FLORIDA 34230

March 18, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000001751200  
-03/20/96--01080--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Placida Arbor Greene, Inc.

Dear Sir/Madam:

Enclosed is a check in the amount of \$35.00 in addition to one signed original of Statement of Change of Registered Office or Registered Agent for the above corporation. Please file this certificate at your earliest opportunity.

Should you have any questions or problems with this, please do not hesitate to contact me.

Sincerely,

*Sue O'Brien*

Sue O'Brien  
Legal Assistant to John J. Shea

/s/

Enclosures

SH 3/26  
RA Change

95 MAR 20 PM 12:25  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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.

1a. The name of the corporation is: PLACIDA ARBOR GREENE, INC.

1b. The mailing address of the corporation is: 5370 Gulf of Mexico Dr., Loughport Key, FL 34228

1c. Date of incorporation: 1-25-96 Document number: P96000007916

2. The name and address of the current registered agent and office:

Stephanie Robinson
2940 So. Tamiami Trail
Sarasota, FL 34239

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

John Shea
2940 So. Tamiami Trail
Sarasota, FL 34239

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DIVISION OF CORPORATIONS
15 MAR 20 PM 12:25

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.

Elizabeth A. Coleman
(Signature of an officer, chairman or vice chairman of the board)

3/14/96
(Date)

Elizabeth A. Coleman, Pres.
(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.

[Signature]
(Signature of Registered Agent)

11 March '96
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)