

P96000007926

JAMES KARL & ASSOCIATES ATTORNEYS IN FLORIDA, CONN. & NEW YORK
975 NORTH COLLIER BOULEVARD • MARCO ISLAND, FL. 33937 • (941) 642-9988 • FAX: (941) 642-9995

January 12, 1996

Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

500001694085
01/22/96--01053--003
*****70.00 *****70.00

Re: Articles of Incorporation of Heritage Square Management Corporation

To the Secretary of State:

We have enclosed for filing the Articles of Incorporation for the above referenced corporation together with the filing fee of \$70.00. Could you please acknowledge your receipt and filing of same by stamping the enclosed copy of the Articles of Incorporation and returning it in the stamped, self-addressed envelope provided.

We appreciate your attention to this matter.

Very truly yours,


James L. Karl II

JLK/kr

Enclosures

cc: client

FILED
95 JAN 22 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION OF
HERITAGE SQUARE MANAGEMENT CORPORATION

- I. NAME: The name of the corporation is: Heritage Square Management Corporation.
- II. TERM OF EXISTENCE: Unlimited.
- III. NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States or of the laws of the State of Florida.
- IV. CAPITAL STOCK: The aggregate number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.
- V. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL: No shareholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offerer and the corporation. If the parties cannot agree as to the value of the shares each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit. On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.
- VI. ADDRESS AND REGISTERED AGENT: The street address of the initial registered office of the corporation is: Josef Magdelaner, 701 Cricket Lake Drive, Naples, FL 33962, and the name of its initial registered agent is: Josef Magdalener.
- VII. PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office and mailing address of the corporation is the same, to wit:
701 Cricket Lake Drive, Naples, FL 33962

FILED
50 JAN 22 PM 1:43
CLERK OF DISTRICT COURT
JAN 22 1962
JAN 22 1962

VIII. INCORPORATOR: The name and address of the incorporator to the articles is:

James L. Karl II, Esq.
c/o James Karl & Associates
Counselors At Law
975 North Collier Boulevard
Marco Island, FL 33934

IX. MANAGEMENT OF THE CORPORATION: The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the shareholders.

X. AMENDMENT OF ARTICLES OF INCORPORATION: These articles may be amended in the manner provided by law. Every amendment shall be proposed by any shareholder and approved at a duly called shareholders' meeting by a majority of the shareholders entitled to vote thereon.

James L. Karl II
James L. Karl II

I hereby accept designation as
Registered Agent of the corporation.

Josef Magdalener
Josef Magdalener

State of Florida
County of Collier

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, personally appeared **Josef Magdalener**, who is/are personally known to me or has/have produced drivers' licenses as identification, who executed the foregoing instrument and acknowledged and took an oath before me that he executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this 12 day of January, 1996.

(Seal)

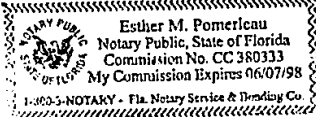
Esther M. Pomerleau
Notary Public

Esther M. Pomerleau

(Print Name)

My commission expires:

State of Florida



FILED
95 JAN 22 PM 1:48
CLERK OF STATE
TALLAHASSEE, FLORIDA