

H96000031381

4/10/96

FLORIDA DIVISION OF CORPORATIONS
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(((H96000005067)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FOLEY & LARDNER

DEPARTMENT OF STATE

200 LAURA ST

STATE OF FLORIDA

409 EAST GAINES STREET

JACKSONVILLE FL 32202-

TALLAHASSEE, FL 32399

CONTACT: KAREN PETERSON

FAX: (904) 922-4000

PHONE: (904) 359-2000

FAX: (904) 359-8700

(((H96000005067)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR

P.A.

NAME: HQ DEERWOOD PARK, INC.

FAX AUDIT NUMBER: H96000005067

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/10/1996

TIME REQUESTED: 09:02:15

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FILED
96 APR 10 PM 3:21
SECRETARY OF STATE
TALLAHASSEE FL 32302

[Handwritten signature]
4/10

APR 10 1996

ARTICLES OF INCORPORATION
OF
HQ DEERWOOD PARK, INC.

FILED
98 APR 10 PM 3 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 **Name.** The name of the corporation is HQ Deerwood Park, Inc.

Section 1.2 **Address of Principal Office.** The address of the principal office of the corporation is 500 International Drive, Suite 30 D, Mount Olive, NJ 07828.

ARTICLE 2

DURATION

Section 2.1 **Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 **Purposes.** This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

Fax Audit No. H96000005067

ARTICLE 4**CAPITAL**

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$0.01 per share.

ARTICLE 5**INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is 200 Laura St., Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE 6**DIRECTORS**

Section 6.1 **Number.** This corporation shall have Two (2) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors.** The name and address of the members of the first board of directors of the corporation are:

NAME	ADDRESS
Margaret M. Kopriva	500 International Drive, Suite 30 D Mount Olive, NJ 07828
Randall E. Marshall	500 International Drive, Suite 30 D Mount Olive, NJ 07828

ARTICLE 7**BYLAWS**

Section 7.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any

bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 **Name and Address.** The name and street address of the incorporator of this corporation is:

NAME	ADDRESS
Emerson M. Lotzia	200 N. Laura Street Jacksonville, FL 32202

ARTICLE 9

INDEMNIFICATION

Section 9.1 **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 **Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on April 8, 1996.


Emerson M. Lotzia, Incorporator

ACCEPTANCE BY REGISTERED AGENT

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

Charles V. Hedrick
Charles V. Hedrick, Authorized Signatory

Date: 4/9/96

FILED
96 APR 10 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000031381

4/29/96

FLORIDA DIVISION OF CORPORATIONS
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3:51 PM

(((H96000006030))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FOLEY & LARDNER
DEPARTMENT OF STATE 200 LAURA ST
STATE OF FLORIDA
409 EAST GAINES STREET JACKSONVILLE FL 32202-
TALLAHASSEE, FL 32399 CONTACT: KAREN PETERSON
FAX: (904) 922-4000 PHONE: (904) 359-2000
FAX: (904) 359-8700

(((H96000006030))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: HQ DEERWOOD PARK, INC.
FAX AUDIT NUMBER: H96000006030 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/29/1996 TIME REQUESTED: 15:51:43
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 1 METHOD OF DELIVERY: FAX
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** ENTER 'M' FOR MENU. **

*C. Rogers ✓
Lender*

00-3-11-00

FILED
MAY 01 1996
TALLAHASSEE, FLORIDA

Fax Audit No. 1196000006030

ARTICLES OF AMENDMENT
OF
HQ DEERWOOD PARK, INC.
Charter No. P96000031381
(Reflecting name change to
HQ AT DEERWOOD PARK, INC.)

Pursuant to Sections 607.1001, 607.1004, 607.1006, and 607.1009, Florida Business Corporation Act, the following provisions of the Articles of Incorporation of HQ Deerwood Park, Inc., a Florida corporation, filed in Tallahassee on April 10, 1996, be and they hereby are amended in the following particulars:

Article 1, Section 1.1 be and it hereby is amended to read as follows:

"The name of this corporation is HQ at Deerwood Park, Inc."

The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 25 day of April, 1996. The only voting group entitled to vote on the adoption of the Amendment consists of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Articles of Amendment this 25 day of April, 1996.

Margaret M. Kopriva
Margaret M. Kopriva, President and Secretary

FILED
95 APR 30 11:10
TALLAHASSEE
SECRETARY

Prepared by: *Linda Y. Kelso, Fla. Bar No. 298662*
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/769-2000

07/01/96 11:33 FAX 1 904 359 2000

FOLBY & LARDNER

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P960000 31381

7/01/96 FLORIDA DIVISION OF CORPORATIONS 11:18 AM
PUBLIC ACCESS SYSTEM

(((H96000009115))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FOLBY & LARDNER
DEPARTMENT OF STATE 200 LAURA ST
STATE OF FLORIDA

409 EAST GAINES STREET JACKSONVILLE FL 32202- 629
TALLAHASSEE, FL 32399 CONTACT: KAREN PETERSON
FAX: (904) 922-4000 PHONE: (904) 359-2000
FAX: (904) 359-8700

(((H96000009115))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: HQ AT DEERWOOD PARK, INC.
FAX AUDIT NUMBER: H96000009115 CURRENT STATUS: REQUESTED
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(((H96000009115)))

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95 JUL -1 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Compounded - misc.
- folders*

Fax Audit No. H9600009115

FILED

96 JUL -1 PM 4:14

ARTICLES OF AMENDMENT
OF
HQ AT DEERWOOD PARK, INC.
Charter No. P96000031381

Pursuant to Sections 607.1001, 607.1004, 607.1006, and 607.1009, Florida Business Corporation Act, the following provisions of the Articles of Incorporation of HQ at Deerwood Park, Inc., a Florida corporation, filed in Tallahassee on April 10, 1996, be and they hereby are amended in the following particulars:

Article 11, Section 11.1 be created and is to hereby read as follows:

"Right of First Refusal. Subsequent to the issuance by the Corporation of shares of its Common Stock in its initial offering for the purpose of raising capital, the Corporation shall not issue any shares of capital stock except in a distribution made pro rata to each holder of its outstanding Common Stock or unless it shall first have offered such shares to the holders of its outstanding Common Stock, pro rata based on the number of shares owned by each. Whenever the Corporation shall propose to issue any shares of capital stock in a transaction subject to the provisions of this Section 11.1, it shall send written notice to each holder of its Common Stock giving reasonable advance notice of the intended use of proceeds from the sale of such capital stock, the price per share, the deadline by which the Corporation must receive written notice if the holder elects to exercise its right of first refusal hereunder, and the other terms and conditions of the proposed sale."

The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 1 day of May, 1996. The only voting group entitled to vote on the adoption of the Amendment consists of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Articles of Amendment this 1 day of May, 1996.


Margaret M. Kopriva, President and Secretary

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Poley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

Fax Audit No. H9600009115