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DIVISION OF REGULATION

FILED
9 APR 16 AM 8:43
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 918396 5016742

AUTHORIZATION :

Patricia Pyjuts

COST LIMIT : \$ 70.00

ORDER DATE : April 15, 1996

ORDER TIME : 11:24 AM

ORDER NO. : 918396

700001782807

CUSTOMER NO: 5016742

CUSTOMER: Mr. Stephen Mighdoll
TARRAGON REALTY ADVISORS, INC.

280 Park Avenue - East Building
20th Floor
New York, NY 10017

DOMESTIC FILING

NAME: HERON COVE NATIONAL, INC.

EFFECTIVE DATE:

☒ 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: Clint D. Fuhrman

EXAMINER'S INITIALS: *41896 ID*

**ARTICLES OF INCORPORATION
OF
HERON COVE NATIONAL, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Heron Cove National, Inc.

SECOND: The street and mailing address, wherever located, of the principal office of the Corporation is 280 Park Avenue, East Building, 20th Floor, New York, New York 10017.

THIRD: The number of shares that the Corporation is authorized to issue is 1,000, all of which are of a par value of \$0.01 each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is Stephen J. Mighdoll, 280 Park Avenue, East Building, 20th Floor, New York, New York 10017.

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their

reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, chooses in action, notes, bonds, mortgages, and securities as may lawfully be acquired; held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as a 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 a person.

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

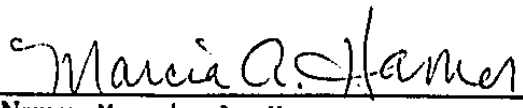
ELEVENTH: The initial Board of Directors of the Corporation shall be William S. Friedman and John A. Doyle, whose address shall be 280 Park Avenue, East Building, 20th Floor, New York, New York, 10017.

Signed on April 15, 1996


STEPHEN J. MORDOLL, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: 
Name: Marcia A. Havner
Title: Assistant Secretary

Date: April 16, 1996

FILED
96 APR 16 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number Only

P96000033648

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002013281--6

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*****35.00 *****35.00

Heron Cave National, Inc.

96
11/25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other UCC Filing

☒ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ After 4:30

☒ Pick Up

Name Availability	11/25/96
Document Examiner	DOH
Updater	DOH
Verifier	DOH
Acknowledgment	DOH
W.P. Verifier	DOH

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11-25

Florida Department of State, Jim Smith, 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.

1a. The name of the corporation is: Heron Cove National, Inc.

1b. Date of Incorporation April 16, 1996 Document number P96000033648

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

The Prentice-Hall Corporation System Inc.

1201 Hays St., Tallahassee, FL 32301

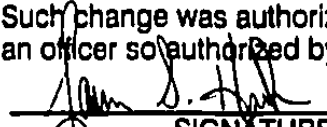
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324


The street address of its registered agent 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.


SIGNATURE
10/29/96
DATE

Lawrence S. Hartman, Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

C T CORPORATION SYSTEM
SIGNATURE BY: 
(Registered Agent)
DATE 11/19/96 ANN MARIE CUMMINS
ASSISTANT SECRETARY

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

CR2E045 (7-91)

FILING FEE: \$35.00

(FLA. - 2194 - 3/4/92)