

04/17/96 FAX 305 374 1000

THOMSON MURARO

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4/17/96

FLORIDA DIVISION OF CORPORATIONS

4136

PUBLIC ACCESS SYSTEM

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TO: DIVISION OF CORPORATIONS

FROM: THOMSON MURARO RAZOOK & HUNT, P.A.

DEPARTMENT OF STATE

ONE SE THIRD AVE

STATE OF FLORIDA

17TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

02-

TALLAHASSEE, FL 32399

CONTACT: ANA COZ

FAX: (904) 922-4000

PHONE: (305) 350-7200

FAX: (305) 374-1005

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.

NAME: RBG APARTMENTS, INC.

FAX AUDIT NUMBER: H96000005444

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Tim Morris
5 Pages
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FAX AUDIT NO. H96000005444

ARTICLES OF INCORPORATION
OF
RBG APARTMENTS, INC.

FILED
25 JAN 18 2000
FBI - MIAMI

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

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of this corporation is RBG Apartments, Inc.

Section 1.2 Address of Principal Office. The street address and the mailing address of the principal office of this corporation is 225 Water Street, 11th Floor, Jacksonville, FL 32202.

ARTICLE II

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 III

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:
Timothy J. Norris
Thomson Muraro Razook & Hart, P.A.
One Southeast Third Avenue, 17th Floor
Miami, Florida 33131
Tel. (305) 350-7200
Florida Bar No. 206679

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ARTICLE IV**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 \$1.00 per share.

ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 **Name and Address**. The street address of the initial registered office of this corporation is One Southeast Third Avenue, 17th Floor, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is Timothy J. Norris.

ARTICLE VI**DIRECTORS**

Section 6.1 **Number**. This corporation shall have three directors 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 this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Larry J. Wertz	225 Water Street Jacksonville, FL 32202
John A. Mitchell III	225 Water Street Jacksonville, FL 32202
G. Kennedy Thompson	225 Water Street Jacksonville, FL 32202

FAX AUDIT NO. H96000005444

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ARTICLE VII

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 VIII

INCORPORATOR

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

NAMEADDRESS

Timothy J. Norris

One Southeast Third Avenue, 1st floor
Miami, Florida 33131

ARTICLE IX

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 X

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 the 17th day of April, 1996.


Timothy J. Norris, Incorporator

FAX AUDIT NO. H96000005444

04/17/96 WED 10:47 FAX 308 374 1008

THOMSON MURARO

0008

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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.


Timothy J. Norris

Date: April 17, 1996

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TALLAHASSEE, FLORIDA

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P96000033831

ACCOUNT NO. : 072100000032

REFERENCE : 101397 167868A

AUTHORIZATION

COST LIMIT

Patricia Pijut

ORDER DATE : September 27, 1996

ORDER TIME : 10:40 AM

ORDER NO. : 101397

CUSTOMER NO: 167868A

200001959782

CUSTOMER: Ms. Lisa Clontz
First Union Corporation
One First Union Center
Legal Dept. - 31st Floor
Charlotte, NC 28288

CHANGE OF AGENT

NAME: RBG APARTMENTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

RA Chang
9-30-96
DC

Florida Department of State, Sandra B. Northam, 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: RBG APARTMENTS, INC.

1b. The mailing address of the corporation is: 225 WATER STREET, 11TH FLOOR
JACKSONVILLE, FLORIDA 32202

1c. Date of incorporation: PRIL 17, 1996 Document number: 96000033831

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

NORRIS, TIMOTHY J.
ONE SOUTHEAST THRID AVENUE, 17TH FLOOR
MIAMI, FLORIDA 33131

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

The Prentice-Hall Corporation System, Inc.
1201 Hays Street, Suite 105
Tallahassee, Florida 32301

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.

Robert L. Andersen
(Signature of an officer, chairman or
vice chairman of the board)

9/25/96
(Date)

Robert L. Andersen, Senior 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.

The Prentice-Hall Corporation System, Inc.

By: Kelly A. Honley
(Signature of Registered Agent)

9/27/96
(Date)

If signing on behalf of an entity:

Kelly A. Honley
(Typed or Printed Name)

Asst. Sec.
(Capacity)

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96 SEP 30 PM 3:14
TALLAHASSEE, FLORIDA
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