

P960000 38658



May 1, 1996

Beth Register  
Corporate Records  
Florida Department of State  
PO Box 6327  
Tallahassee, FL 32324

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY -3 AM 9:19

ITEM: New Corporate papers for Cornerstone South & DBA name Cornerstone North.

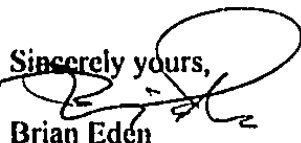
Dear Beth,

700001815597  
-05/09/96--01087--028  
\*\*\*\*131.25 \*\*\*\*131.25

Nice talking with you again, and I trust everything is going fine. Please find enclosed the paperwork for CORNERSTONE SOUTH, INC. and the DBA paperwork for CORNERSTONE NORTH. The appropriate checks are attached to each application.

If you need any additional information please contact myself directly.

Sincerely yours,



Brian Eden

F & S Corporate Advisors, Inc.  
2100 W 76th Street \* Penthouse 510 \* Hialeah, FL 33016  
(305) 822-5505 Phone \* (305) 822-5701 Fax  
(800) 257-5067 Phone \* (800) 257-5083 Fax

5/16

## TRANSMITTAL LETTER

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

SUBJECT: CORNERSTONE SOUTH, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM:

BRIAN EDEN

Name (printed or typed)

2100 W 76th STREET PH 510

Address

HIALEAH, FL. 33016

City, State & Zip

(305) 828-3838

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

# ARTICLES OF INCORPORATION OF

CORNERSTONE SOUTH, INC.

61-6 W 3-10035  
MAY 3 1969  
SECRETARY OF STATE  
FLORIDA

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

## ARTICLE I NAME

The name of the corporation shall be:

**CORNERSTONE SOUTH, INC.**

## ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2100 W 76th STREET PH 510  
HIALEAH, FL. 33016**

## ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**(SEE ATTACHED)**

## ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**BRIAN EDEN  
2100 W 76th STREET PH 510  
HIALEAH, FL. 33016**

(ATTACHMENT) ARTICLE III CAPITAL STOCK

- INITIAL ISSUE: THE AGGREGATE NUMBER OF SHARES THAT THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS 100 SHARES OF CAPITAL STOCK WITH A PAR VALUE OF \$1.00 PER SHARE. SHARES TO BE OWNED AND HELD BY: BRIAN EDEN, PRESIDENT/C.E.O., AND SECRETARY, TREASURER
- STATED CAPITAL: THE SUM OF THE PAR VALUE OF ALL SHARES OF CAPITAL STOCK OF THE CORPORATION THAT HAVE BEEN ISSUED SHALL BE THE STATED CAPITAL OF THE CORPORATION AT ANY PARTICULAR TIME.
  - DIVIDENDS: THE HOLDERS OF THE OUTSTANDING CAPITAL STOCK SHALL BE ENTITLED TO RECEIVE, WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS, DIVIDENDS PAYABLE EITHER IN CASH, OR PROPERTY, OR IN SHARE OF THE CAPITAL STOCK OF THE CORPORATION.
  - NO CLASS OF STOCK: THE SHARES OF THE CORPORATION ARE NOT TO BE DIVIDED INTO CLASSES.
  - NO SHARES IN SERIES: THE CORPORATION IS NOT AUTHORIZED TO ISSUE SHARES IN SERIES.
  - RESTRICTION ON TRANSFER OF SHARES AND OTHER SECURITIES(607.0627) TO MAINTAIN THE CORPORATION'S STATUS WHEN IT IS DEPENDENT ON THE NUMBER OR IDENTITY OF ITS SHAREHOLDERS. (SEE ARTICLE V INCORPORATOR(S).).

**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

BRIAN EDEN, PRESIDENT C.R.O.  
2100 W 76th STREET PM 510  
HIALEAH, FL. 33016

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

30 day of APRIL, 1996.



BRIAN EDEN

Signature

Signature

Signature

Articles of Incorporation  
Filing Fee - \$35

(ATTACHMENT) ARTICLE V

BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE, WHO NEED NOT BE A RESIDENT OF THE STATE OF FLORIDA OR SHAREHOLDER OF THE CORPORATION. HOWEVER, THE CORPORATION CAN INCREASE OR DECREASE THE NUMBER OF MEMEBERS OF THE BOARD OF DIRECTORS BY A MAJORITY VOTE OF TWO THIRDS OF THE SHARES OF THE OUTSTANDING STOCK.

- TWO THIRDS OF THE STOCKHOLDERS OF THE CORPORATION SHALL BE REQUIRED FOR ANY SHAREHOLDERS ACTION.
- THE SHAREHOLDERS SHALL HAVE THE POWER TO ADOPT, AMEND, ALTER, CHANGE OR REPEAL THE ARTICLES OF INCORPORATION WHEN PROPOSED AND APPROVED AT A STOCKHOLDERS MEETING, WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.
- THE HOLDERS OF THE COMMON STOCK OF THIS CORPORATION SHALL HAVE THE PRE-EMPTIVE RIGHT TO PURCHASE, AT PRICES, TERMS AND CONDITIONS THAT SHALL BE FIXED BY THE BOARD OF DIRECTORS, THE SHARES OF THE STOCK OF THIS CORPORATION AS MAY BE ISSUED FOR MONEY, OR ANY PROPERTY, OR SERVICES FROM TIME TO TIME, IN ADDITION TO THAT STOCK AUTHORIZED AND ISSUED BY THE CORPORATION. THE PRE-EMPTIVE RIGHT OF ANY HOLDER IS DETERMINED BY THE RATIO OF THE AUTHORIZED AND ISSUED SHARES OF STOCK HELD BY THE HOLDER, TO ALL SHARES OF COMMON STOCK CURRENTLY AUTHORIZED AND ISSUED.

MANAGEMENT

- THE CORPORATION SHALL BE MANAGED BY THE FOLLOWING INDIVIDUALS, IN THE FOLLOWING CAPACITIES, UNLESS OTHERWISE CHANGED BY VOTE OF THE BOARD OF DIRECTORS:

BRIAN EDEN, PRESIDENT, C.E.O.    SECTARY, TREASURER

(CONT.)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CORNERSTONE SOUTH, INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
93 MAY -8 AM 9:19

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

BRIAN EDEN

(Name)

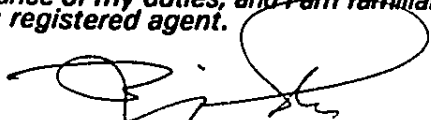
2100 W 76th STREET PENTHOUSE 510

(P.O. Box not acceptable)

HIALEAH, FL. 33016

(City/State/Zip)

*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 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.*



(Signature)

P96000038658



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 26, 1996

CORNERSTONE SOUTH, INC.  
C/O BRIAN EDEN  
2100 W. 76TH ST., #510  
HIALEAH, FL 33016

600001890646  
-07/11/96--01022--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SUBJECT: CORNERSTONE SOUTH, INC.  
Ref. Number: P96000038658

The document for CORNERSTONE SOUTH, INC. was filed on June 18, 1996. However, your check for \$52.50 was not sufficient to cover the certification you requested.

If you will return a check in the amount of \$35.00, with a copy of this letter and a filed stamped copy of the document, if available, your request will be promptly handled.

Should you have any questions concerning the fees, please refer to the attached fee schedule.

Velma Shepard  
Division of Corporations

302  
~~305~~  
205

\$35 - Cert

JUL 9 1996

CC By YB

RECEIVED  
96 JUL -3 PM 2:22  
DIVISION OF CORPORATIONS



P96000038658

Cornerstone South, Inc.  
c/o Bacon Eden  
2100 W 76th St #570  
Hialeah, FL 33016

600001865496  
-06/18/96--01114--003  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Office Use Only

ER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
96 JUN 18 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS JUN 26 1998

Amend

\$35 due for CC

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

CORNERSTONE SOUTH, INC.

2100 W 76th Street Suite #510 Hialeah, FL 33016

(present name)

FILED  
96 JUN 18 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE V

Effective June 10, 1996, Amendment adopted to add as corporate officers:  
Dan Semic, Executive Vice President Finance

Dave Koneff, Executive Vice President Marketing

Amendment to add: In the event of death or permanent disability of any corporate officer, as designated by stock ownership (See Article 111 amended), shall pass on to spouse or other(s) as designated and set forth in the legal will of the individual officer. Stock ownership does effect property ownership by each officer, and accordingly each officer at his death may do with his unit(s) as he deems necessary, without consent or approval of other stock holders. Specifically the six (6) homes owned at Doral Woods, Orlando, Florida. These properties will be divided up equally by officers (stock holders) by address location and legal description at a later date. No additional stock can or will be issued without 100% unanimous consent of officers. Stock can not be assigned or issued to a third party for any purpose as to encumber or incur indebtedness. Stock ownership specifically for this purpose, is solely to show equal distribution as to ownership of real estate to protect the interest of the individual officers, and can not be encumbered pledged, or restricted in any way to effect the individual officer (stock holder) interest in their own individual units, nor can the corporation be placed in such a position or obligate or pledge such assets for collateral regarding loans or any other purpose without 100% written approval of the officers (stock holders). ARTICLE V will be amended from time to time as property is acquired and added.

\* Conf

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

ARTICLE 111

\* Conf

Amend to re-issue stock for a total of 300 shares at \$1.00 par value per share. Shares to be distributed as follows. 50 shares = 1 unit. Distribution to be Two (2) units to be issued equally to Brian Eden, Two (2) units to be issued equally to Dave Koneff, and Two (2) units equally to Dan Semic for a total of 300 shares (total of six (6) units). This distribution reflects individual ownership of six (6) homes & property at Doral Woods, Orlando, Florida.

THIRD: The date of each amendment's adoption: June 10, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

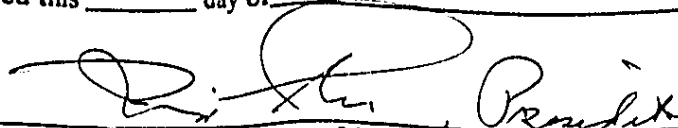
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10th day of June, 19 96

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

**BRIAN EDEN**

\_\_\_\_\_  
Typed or printed name

**PRESIDENT** INCORPORATOR  
\_\_\_\_\_  
Title