

P96000051249

TRANSMITTAL LETTER

FILED

96 JUN 14 AM 9:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

400001862814  
-06/17/96--01003--019  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: ESPERANZA ASSOCIATES, 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

Additional Copy Required

FROM: MERRITT TAYLOR  
Name (printed or typed)

2111 BRANDYWINE ROAD Suite 532  
Address

WEST PALM BEACH, FL 33409  
City, State & Zip

(561) 689-0200  
Daytime Telephone number

6/17/96

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

ARTICLES OF INCORPORATION  
of  
**ESPERANZA ASSOCIATES, Inc.**

**FILED**

96 JUN 14 AM 9:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the charter of the Corporation hereby organized.

**ARTICLE I - NAME**

The name of the Corporation shall be:

**ESPERANZA ASSOCIATES, Inc.**

The principal office and mailing address is:

**2111 Brandywine Road  
Suite 532  
West Palm Beach, Florida 33409**

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

**ARTICLE III - PURPOSES AND POWERS**

This Corporation is organized for the purposes of performing, consulting and business development in the construction industry and to engage in every aspect and phase of related business, and to transact any and all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - AUTHORIZED SHARES**

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. The consideration paid for each share shall be fixed by the Board of Directors, and may be paid in whole or in part by cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Each holder of common stock of this corporation shall have the first right (subject to adjustment to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that may hereafter from time to time be issued (whether or not presently authorized, including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right shall be deemed waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of receipt of a notice in writing from the Corporation inviting him to exercise his right.

**ARTICLE VI INITIAL CORPORATE ADDRESS  
AND INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is

2111 Brandywine Road  
Suite 532  
West Palm Beach, Florida 33409

and the name of the initial Registered Agent of this Corporation at that address is  
**MERRITT TAYLOR.**

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws. The names and addresses of the initial Directors of this Corporation are:

**MERRITT TAYLOR and PETER A. SAVARESE**

2111 Brandywine Road  
Suite 532  
West Palm Beach, Florida 33409

**ARTICLE VIII - INCORPORATORS**

The names and addresses of the incorporators of this Corporation are:

**MERRITT TAYLOR and PETER A. SAVARESE**

2111 Brandywine Road  
Suite 532  
West Palm Beach, Florida 33409

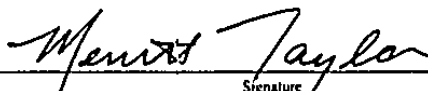
**ARTICLE IX - INDEMNIFICATION**

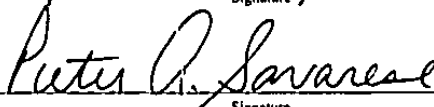
The Corporation shall indemnify any officer, director or employee of the Corporation or any former officer, director or employee of the Corporation to the full extent permitted by and as set forth in the Florida General Corporation Law.

**ARTICLE X - AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Act, to amend, alter, modify, or repeal a provision or provisions contained in these Articles of Incorporation or any amendment thereto.

The undersigned incorporators have executed these Articles of Incorporation on this twelfth (12th) day of June, 1996.

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Signature

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

**FILED**

96 JUN 14 AM 9:27

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

ESPERANZA ASSOCIATES, INC

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

MERRITT TAYLOR  
(NAME)

2111 BRANDYWINE ROAD #532  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

WEST PALM BEACH, FL 33409  
(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.*

Merritt Taylor  
(SIGNATURE)

6/11/96  
(DATE)