

P96000053197

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

Morgan Group Flamingo Palms, Inc.

☒ Profit Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☒ Certified Copy

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W96-12959
6/2



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 18, 1996

CT CORPORATION SYSTEM
660 E. JEFFERSON ST.
TALLAHASSEE, FL 32301

SUBJECT: MORGAN GROUP FLAMINGO PALMS, INC.
Ref. Number: W96000012950

We have received your document for MORGAN GROUP FLAMINGO PALMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 596A00030245

ARTICLES OF INCORPORATION
of
MORGAN GROUP FLAMINGO PALMS, INC.

FILED
03 JUL 18 PM 1:45
CLERK
OF THE
COURT

ARTICLE I

The name of the corporation is Morgan Group Flamingo Palms, Inc.

ARTICLE II

The period of the corporation's duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$1.00 share. There shall be only one class of common stock authorized to be issued. There shall be no preferred stock issued.

No shareholder of the corporation shall by reason of his holding shares of any class have any preemptive or preferential right to acquire or subscribe for any additional, unissued or treasury shares of any class of the corporation now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying any right, option or warrant to subscribe to or acquire shares of any class now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividends or voting rights of such shareholder, and the Board of Directors may issue or authorize the issuance of shares of any class, or any notes, debentures, bonds or other securities convertible into or carrying rights, options or warrants to subscribe to or acquire shares of any class, without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

ARTICLE V

The address of the corporation's principal office and the mailing address of the corporation is 9801 Westheimer, Suite 1100, Houston, Texas 77042.

ARTICLE VI

The street address of the corporation's initial registered office is c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida, 33324. The name and address of its initial registered agent is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida, 33324.

ARTICLE VII

The number of directors of the corporation shall be fixed by, or in the manner provided in, the bylaws. The number of directors constituting the initial board of directors is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until such directors' successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
I. Ronald Morgan	9801 Westheimer, Suite 1100 Houston, TX 77042
Michael S. Morgan	9801 Westheimer, Suite 1100 Houston, TX 77042

Directors of the corporation shall be elected by majority vote. Cumulative voting is prohibited.

ARTICLE VIII

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this article does not eliminate or limit the liability of a director for (1) a breach of a director's duty of loyalty to the corporation or its shareholders; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (4) an act or omission for which the liability of a director is expressly provided for by statute; or (5) an act related to an unlawful stock repurchase or payment of a dividend.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IX

The name of the incorporator is Daniel H. Kroll and his address is 3000 One Shell Plaza, 910 Louisiana, Houston, Texas 77002-4995.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 19th day of June, 1996.


Daniel H. Kroll, Incorporator

MORGAN GROUP FLAMINGO PALMS, INC.

Acceptance by the Registered Agent as required in Section 607.0501
(3)F.S.: C T Corporation System is familiar with and accepts the obligations
provided for in Section 605.0505.

Dated June 17, 1996

C T Corporation System



E. A. Wallace,
Assistant Secretary

FILED
JUN 19 1996
JUN 19 1996