

P96000053235

6/21/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

((H96000008703)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: HOLLAND & KNIGHT
DEPARTMENT OF STATE 200 S ORANGE AVE
STATE OF FLORIDA SUITE 2600
409 EAST GAINES STREET ORLANDO FL 32801-0000
TALLAHASSEE, FL 32399 CONTACT: KATHY S HERRER
FAX: (904) 922-4000 PHONE: (407) 425-8500
FAX: (407) 244-5200

((H96000008703)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: STERLING PLACE APARTMENTS, INC.
FAX AUDIT NUMBER: H96000008703 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/21/1996 TIME REQUESTED: 11:09:35
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 075360000340

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000008703))

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

Alt-A menu, Alt-H help || CSERVE24 || Capture Off

|| Prn Off || 0:03:09

6/21/96 11:09:35
FILED
FLORIDA DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32399

1996 DIVISION OF CORPORATIONS

96 JUN 21 PM 1:07

RECEIVED
HOLLAND & KNIGHT

FROM HOLLAND & KNIGHT ORLANDO 407-244-5288 (FAX) 6.21.96 12:31/ST. 12:29/NO. 3760160581 P 1

RECEIVED
HOLLAND & KNIGHT

1196000008703

ARTICLES OF INCORPORATION
OF
STERLING PLACE APARTMENTS, INC.

*7/1/80
80 44-21-04-3-20*
The undersigned, acting as incorporator of Sterling Place Apartments, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

Sterling Place Apartments, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 505 North Orlando Avenue, Suite 310, Cocon Beach, Florida 32901.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the

This instrument prepared by:

Thomas M. McAleavy
Florida Bar No. 0009667
Holland & Knight
Post Office Box 1520
Orlando, Florida 32802
407 / 425-8500
1196000008703

H9600008703

corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Nick Prokos, 505 North Orlando Avenue, Suite 310, Cocoa Beach, Florida 32931.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Nick Prokos	505 North Orlando Avenue Suite 310 Cocoa Beach, Florida 32931

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Thomas Boroughs	200 South Orange Avenue Suite 2000 Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

H960000008703

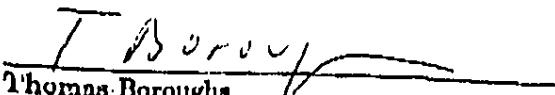
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of June, 1996.


Thomas Boroughs
Incorporator

H96000008703

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Sections 48.091 and 007.0301, Florida Statutes, the following
is submitted:

That Sterling Place Apartments, Inc., desiring to organize under the laws
of the State of Florida with its initial registered office, as indicated in the Articles of
Incorporation, at 505 North Orlando Avenue, Suite 310, Cocoa Beach, Florida 32931,
has named Nick Prokof, located at 505 North Orlando Avenue, Suite #10, Cocoa Beach,
County of Brevard, State of Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the
corporation named above, at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in that 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.

DATED: June 20, 1996

082-100007.1/040



Nick Prokof, Registered Agent

FILED

96 JUN 21 PM 2:25

RECEIVED
CLERK OF COURT
BREVARD COUNTY, FLA.

4

H96000008703