

SENT BY: MINNAPOLIS, MN

0- 1-90 0:01AM

QPM&B(ARO)

# 2/ 0

*H96000010645*

8/01/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

9:28 AM

(((H96000010645))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FOLEY & LARDNER

DEPARTMENT OF STATE

200 LAURA ST

STATE OF FLORIDA

409 EAST GAINES STREET

JACKSONVILLE FL 32202-

TALLAHASSEE, FL 32399

CONTACT: KAREN PETERSON

FAX: (904) 922-4000

PHONE: (904) 359-2000

FAX: (904) 359-8700

(((H96000010645)))  
P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR

NAME: MELROSE REAL ESTATE INVESTMENT TRUST, INC. - 1996

FAX AUDIT NUMBER: H96000010645

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/01/1996

TIME REQUESTED: 09:28:08

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072720000061

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.

(((H96000010645)))

*[Handwritten signature]*

FILED

SS AUG - 1 1996

MAIL ROOM TO HOLD

56 AUG - 1 AM 10 57

CELESTIAL

Fax Audit No. H96000010645

**ARTICLES OF INCORPORATION  
OF****MELROSE REAL ESTATE INVESTMENT TRUST, INC. - 1996**

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

**ARTICLE 1  
NAME AND ADDRESS**

Section 1.1 **Name.** The name of the corporation is Melrose Real Estate Investment Trust, Inc. - 1996.

Section 1.2 **Address of Principal Office.** The address of the principal office of the corporation is 7077 Bonneval Road, Suite 450, Jacksonville, Florida 32216.

Section 1.3 **Mailing Address.** The mailing address of the corporation is 7077 Bonneval Road, Suite 450, Jacksonville, Florida 32216.

**ARTICLE 2  
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 3  
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: Linda Y. Kalsch, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000

Fax Audit No. H96000010645

Fax Audit No. H96000010645

**ARTICLE 4  
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 ten million (10,000,000) shares of voting common stock having a par value of one cent (\$.01) per share.

**ARTICLE 5  
INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is F&L Corp..

**ARTICLE 6  
BYLAWS**

Section 6.1 **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 7  
INCORPORATOR**

Section 7.1 **Name and Address.** The name and street address of the incorporator of this corporation is:

**NAME**

Linda Y. Kelso

**ADDRESS**200 Laura Street  
Jacksonville, Florida 32202**ARTICLE 8  
INDEMNIFICATION**

Section 8.1 **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.

Fax Audit No. H96000010645

Fax Audit No. H96000010645

**ARTICLE 9  
AMENDMENT**

Section 9.1 **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 1<sup>st</sup> day of August, 1996.

Linda Y. Kelso  
Linda Y. Kelso, Incorporator

Fax Audit No. H96000010645

SENT BY: MINNEAPOLIS, MN

1 0- 1-00 1 0:00AM 1

QPMNAB(ARO)-

1# 0/ 0

Fax Audit No. H96000010645

### 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.

F&L Corp., Registered Agent

*Charles V. Hedrick*

Charles V. Hedrick  
Authorized Signatory

Date: 8/1/96

FILED  
96 AUG -1 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit No. H96000010645