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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 161296 4337904

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : November 20, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 161296-005

CUSTOMER NO: 4337904

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN & MEYER WEISS

400002010084--4

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: ROSECLIFF BOCA, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED
96 NOV 20 PM 2:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EFFECTIVE DATE

11-19-96

RECEIVED
96 NOV 20 AM 11:26
DIVISION OF CORPORATION
Dmc 11-20-96

ARTICLES OF INCORPORATION
OF
ROSECLIFF BOCA, INC.

FILED

96 NOV 20 PM 2:30

STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

EFFECTIVE DATE

11-19-96

The name of the corporation is ROSECLIFF BOCA, INC.
(hereinafter "Corporation").

ARTICLE II
Duration

This Corporation shall have a perpetual existence, unless
dissolved according to law, commencing on the 19th day of
NOVEMBER, 1996.

ARTICLE III
Purpose

The Corporation's business and purpose shall consist solely of
the following:

(a) to acquire a general partnership interest in and act
as the general partner of Boca Healthstyles, Ltd., a Florida
limited partnership (the "Partnership"), which is engaged solely in
the ownership, operation and management of the real estate project
known as Boca Club Facilities located in Palm Beach County, Florida
(the "Property"), pursuant to and in accordance with these Articles
of Incorporation and Boca Healthstyles, Ltd.'s Agreement of Limited
Partnership; and

(b) to engage in such other lawful activities permitted
to corporations by the Florida Business Corporation Act as are
incidental, necessary or appropriate to the foregoing.

ARTICLE IV
Limitations

Notwithstanding any other provision of these Articles and any
provision of law that otherwise so empowers the Corporation, the
Corporation shall not, without the unanimous consent of the Board
of Directors, do any of the following:

(a) engage in any business or activity other than those set forth in Article III or cause or allow the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement;

(b) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the indebtedness secured by the first lien mortgage or deed of trust with Banc One Commercial Loan Origination Corporation, as beneficiary, incurred in connection with the refinancing of the Property (the "Mortgage"), other than indebtedness expressly permitted therein and normal trade accounts payable in the ordinary course of business;

(c) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;

(d) dissolve or liquidate, in whole or in part;

(e) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;

(f) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

(g) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;

(h) with respect to the Corporation or the Partnership, institute proceedings to be adjudicated bankrupt or insolvent or consent to the institution of bankruptcy or insolvency proceedings against it or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or the Partnership or a substantial part of property of the Corporation or the Partnership, or make any assignment for the benefit of creditors, or admit in

writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action;

(i) amend, alter or modify Articles III, IV, V and VI of the Articles of Incorporation of the Corporation or approve an amendment of Section 14 of the Partnership Agreement governing the Partnership; or

(j) withdraw as general partner of the Partnership.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (a) through (g) and items (i) and (j).

ARTICLE V Separateness/Operations Matters

The Corporation shall:

(a) maintain books and records and bank accounts separate from those of any other person;

(b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;

(d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates and maintain a sufficient number of employees in light of its contemplated business operations;

(g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(h) conduct business in its own name, and use separate stationery, invoices and checks;

(i) not commingle its assets or funds with those of any other person;

(j) not assume, guarantee or pay the debts or obligations of any other person;

(k) pay its own liabilities out of its own funds;

(l) not acquire obligations or securities of its shareholders or the Partnership;

(m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;

(n) correct any known misunderstanding regarding its separate identity;

(o) intend to maintain adequate capital in light of its contemplated business operations; and

(p) maintain all required qualifications to do business in the state in which the Property is located.

ARTICLE VI **CONTROLLING PROVISIONS**

So long as any obligations secured by the Mortgage remain outstanding and not paid in full, Articles III, IV and V hereof shall control in the event of any conflict with any contrary provisions hereof or of any other entity governance documents.

ARTICLE VII **Capital Stock**

The Corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock which shall be designated "Class A voting common shares"; and one thousand (1000) shares of one dollar (\$1.00) par value common stock which shall be designated "Class B nonvoting common shares". The Class A and Class B shares shall be entitled in all respects to equal rights and privileges except that each share of Class A shall be entitled to one (1) vote and each share of Class B shall be nonvoting stock.

ARTICLE VIII
Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of the Corporation is: 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, and the name of the initial registered agent of the Corporation at that address is: Nicholas M. Daniels, Esq.

ARTICLE IX
Initial Board of Directors

The Corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of the Corporation are: Norman S. Rosen, 215 S.W. Lejeune Road, Miami, Florida 33134, Natalie H. Rosen, 215 S.W. Lejeune Road, Miami, Florida 33134 and Clifford D. Rosen, 215 S.W. Lejeune Road, Miami, Florida 33134.

ARTICLE X
Incorporator

The name and address of the person signing these Articles is: Nicholas M. Daniels, Esq., 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19th day of NOVEMBER, 1996.



NICHOLAS M. DANIELS, Subscriber

STATE OF FLORIDA:

SS:

COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 19th
day of NOVEMBER, 1996, by NICHOLAS M. DANIELS, ESQ., who is
personally known to me or ~~who has produced~~ as
~~identification.~~

Grace Rodriguez
Notary Public, State of Florida
at Large

Grace Rodriguez
Type/Print/or Stamp Name of Notary

My Commission Expires:



FILED

95 NOV 20 PM 2:30

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE STATE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM FLORIDA
PROCESS MAY BE SERVED

ROSECLIFF BOCA, INC.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that ROSECLIFF BOCA, INC., desiring to organize under the laws of the State of Florida with its principal office at: c/o Therrel Baisden & Meyer Weiss, 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, has named Nicholas M. Daniels, Esq., located at 1111 Lincoln Road, Suite 500, Miami Beach, Florida 33139, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


NICHOLAS M. DANIELS

MD/ROSEN/BOCA-Art. Inc