

DEC- 2-96 MON 11:13 AM

**P960000097192**

TRX00X96 FLORIDA DIVISION OF CORPORATIONS  
10:59 AM PUBLIC ACCESS SYSTEM ELECTRONIC FILING CONFIRMATION

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL01 CORPORATE NAME: KRATOCHVIL CORPORATION

SUB-ACCOUNT NUMBER: METHOD OF DELIVERY: B FAX PHONE NUMBER: (904)385-6761  
MAILING NAME/ADDRESS: FILINGS, INC. 3732 NW 16TH ST FT LAUDERDALE  
FL 33311- US

CERTIFICATE(S) REQUESTED: NO ESTIMATED CHARGES: \$70.00

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT  
CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'. \*\*  
1BYA2XD6SELECTION...PLEASE RE-ENTER \*\* ENTER SELECTION AND <CR>: TERESA  
FLORIDA DIVISION OF CORPORATIONS 10:59 AM PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H96000016844 8))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: KRATOCHVIL CORPORATION AUDIT NUMBER.....H96000016844 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
PAGES..... 7 CERT. COPIES.....0 DEL.METHOD.. FAX/MAIL  
EST.CHARGE.. \$70.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET.  
TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

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96 DEC -2 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
DEC -2 PM 1:27  
TALLAHASSEE, FLORIDA

*PH*  
*12/2/96*  
*P 716 ACX 154001*

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FILED

96 DEC -2 PM 4:01

REC. DATE  
FALLA 11/11/96

**ARTICLES OF INCORPORATION  
OF  
KRATOCHVIL CORPORATION**

**THE UNDERSIGNED**, subscribed to these Articles of Incorporation to form a corporation  
for profit under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

**KRATOCHVIL CORPORATION**

and its initial post office address and its principal office for the conduct of business is:

c/o East Ocean Realty, 121 East Ocean Avenue, Lantana, FL 33462

The Board of Directors may from time to time move the principal office to any other  
address in Florida.

**ARTICLE II**

The general purpose of the corporation is to engage in any activities or businesses  
permitted under the laws of the United States and Florida, including, but not limited to, the  
ownership and management of real estate.

**ARTICLE III**

The term for which this corporation shall exist shall be perpetual and the business of the  
corporation shall be conducted, carried on and managed by the officers of this corporation and

PREPARED BY:  
JAMES N. REYER, ESQ.  
72 S.E. 6th AVENUE  
DELRAY BEACH, FL. 33483  
407-278-9846  
BAR #0936022

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a Board of Directors composed of one or more members, which number may be altered from time to time by an amendment to the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

#### ARTICLE IV

The corporation is authorized to issue 1,000 shares of common stock, all of one class, at One Dollar (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services as a just valuation to be fixed by the stockholders as a meeting duly held and convened.

#### ARTICLE V

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment to the By-Laws of the corporation,

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but shall never be less than one (1). The name and address of the initial director of the corporation are:

Peter Kratochvil  
203 S.W. Atlantic Drive  
Lantana, FL 33462

#### ARTICLE VII

The name and address of the initial registered agent and office of this corporation is Deborah Henriksen, c/o East Ocean Realty, 121 East Ocean Avenue, Lantana, FL 33462.

#### ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is Deborah Henriksen, c/o East Ocean Realty, 121 East Ocean Avenue, Lantana, FL 33462.

#### ARTICLE IX

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit. This right to vote cumulatively shall not be further restricted or qualified by any provision in the By-Laws of the corporation.

#### ARTICLE X

Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

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#### ARTICLE XI

One hundred percent (100%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

Members of the Board of Directors may participate in regular, special and annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

#### ARTICLE XII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XIII

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights

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conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE XIV**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XV**

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

**ARTICLE XVI**

The shareholders and directors of this corporation may take action by written consent, as provided by law.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 27th day of November, 1996.

  
Deborah Henriksen - Incorporator

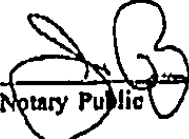
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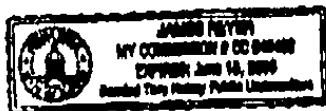
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STATE OF FLORIDA:

COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me, on November 27, 1996 by Deborah Henriksen, who is personally known to me or produced identification in the form of a Florida driver's license which was examined by me and who did take an oath, and acknowledged that she is the person who executed the foregoing Articles of Incorporation.

  
Notary Public



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DEC- 2-96 MON 11:17 AM

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P. 8

FILED

96 DEC -2 PM 4:01

**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS**

SECRET STATE  
TALLAHASSEE, FLORIDA

**MAY BE SERVED AND THE PLACE OF BUSINESS OR**

**DOMICILE FOR THE SERVICE OF PROCESS WITHIN**

**THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

KRATOCHVIL CORPORATION desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, has named Deborah Henriksen with an address c/o East Ocean Realty, 121 East Ocean Avenue, City of Lantana, County of Palm Beach, State of Florida as its registered agent to accept service of process within this state.

**ACKNOWLEDGMENT AND ACCEPTANCE:**

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.

  
Deborah Henriksen - Registered Agent

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DEC- 5-96 THU 1:23 AM

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TXHHX96 FLORIDA DIVISION OF CORPORATIONS  
9:39 AM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H96000016979 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: KRATOCHVIL CORPORATION AUDIT NUMBER.....H96000016979 DOC  
TYPE.....REGISTERED AGENT CHANGE CERT. OF STATUS..0  
PAGES..... 1 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..  
\$35.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

DEC-5 11:17:59

FILED  
96 DEC-5 PM 9 42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Kratochvil*  
*Linda*

December 4, 1996

KRATOCHVIL CORPORATION  
C/O EAST OCEAN REALTY  
121 E OCEAN AVE  
LANTANA, FL 33462

SUBJECT: KRATOCHVIL CORPORATION  
REF: P96000097192

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document is illegible and not acceptable for microfilming.

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) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000016979  
Letter Number: 796A00054380

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR  
REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to provisions of Sections 607.0502, 617.0502, 607.1508 or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is KRATOCHVIL CORPORATION, a corporation duly organized under the laws of the State of Florida.

1b. The date of incorporation for the corporation is December 2, 1996. The corporate document number is P96000097192.


2. The name of the current registered agent of KRATOCHVIL CORPORATION is Deborah Henriksen, whose address is c/o East Coast Realty, 121 East Ocean Avenue, Lantana, Florida 33462.

3. The name of the new registered agent of KRATOCHVIL CORPORATION is James N. Reyer, Esquire, whose address is 72 S.E. 6th Avenue, Delray Beach, Florida 33483.

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors or by an officer so authorized by the Board.

The date of adoption was on 12/03/96  
Signed this 3rd day of December, 1996.

  
James N. Reyer, as Attorney-in-Fact  
for Kratochvil Corporation acting under  
a Power of Attorney for the corporation and  
under the specific direction of Peter Kratochvil, Director

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
James Reyer, Registered Agent

Date: December 3, 1996

PREPARED BY JAMES N. REYER, ESQ.  
72 S.E. 6TH AVENUE, DELRAY BEACH, FLORIDA 33483  
561-278-9846 FLA. BAR #0936022

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JAMES N. REYER  
ATTORNEY AT LAW  
72 S.E. 6TH AVENUE (FEDERAL HIGHWAY)  
DELRAY BEACH, FLORIDA 33483

TELEPHONE: 561-278-9846  
FAX: 561-272-7091

MEMBER OF FLORIDA & NEW YORK BARS

WARREN MAMBERG  
OF COUNSEL  
MEMBER OF NEW YORK BAR

May 1, 1997

Florida Department of State  
Division of Corporations  
Amendment Section  
Post Office Box 6327  
Tallahassee, FL 32314

200002166562--3  
-05/06/97--01005--020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SUBJECT: Amendment to Articles of Incorporation of  
Kratochvil Corporation

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of Kratochvil Corporation and a check for \$35.00 for the filing fees.

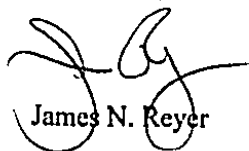
The amendment is to change the corporation's current name of Kratochvil Corporation to Cherry Orchard, Inc. Please adjust your records accordingly.

Please return one copy to:

James N. Reyer, Attorney at Law  
72 S.E. 6th Avenue  
Delray Beach, FL 33483

If you have any questions please feel free to contact me at the above number. Thank you for your cooperation in this matter.

Very truly yours,

  
James N. Reyer

enc.

JR/nls

FILED  
97 MAY -5 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
NO FILE 5/14

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
KRATOCHVIL CORPORATION

FILED  
97 MAY -5 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** An Amendment is adopted as to Article I of the Articles of Incorporation of Kratochvil Corporation. Article I is amended to read as follows:

**ARTICLE I**

The name of the corporation shall be:

CHERRY ORCHARD, INC.

and its initial post office address and its principal office for the conduct of business is:

c/o East Ocean Realty, 121 East Ocean Avenue, Lantana, Florida 33462

The Board of Directors may from time to time move the principal office to any other address in Florida.

**SECOND:** The date of this amendment's adoption is February 14, 1997.

**THIRD:** The amendment was adopted by the Board of Directors and was approved by unanimous consent of all the shareholders.

This Amendment was signed this 30 day of <sup>April</sup>~~February~~, 1997.

Peter Kratochvil  
Peter Kratochvil  
Chairman of the Board of Directors

Peter Kratochvil  
Peter Kratochvil  
Sole Shareholder

The foregoing instrument was acknowledged before me, on <sup>April</sup>~~February~~ 30, 1997, by Peter Kratochvil as the Chairman of the Board of Directors and Sole Shareholder of Kratochvil Corporation, who is:

☐ personally known to me; or

☒ produced identification in the form of U.S. Passport

which was examined by me,

and who did take an oath, and acknowledged that he is the person who executed the foregoing Articles of Amendment to Articles of Incorporation.

Catharine M. Hilgendorf  
Notary Public  
Catharine M. Hilgendorf

