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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MIAMI 54TH STREET, INC.

AUDIT NUMBER..... H96000018186

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

PAGES..... 5 DEL.METHOD.. PAX

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# ARTICLES OF INCORPORATION

H96 000018186

OF

# MIAMI 54TH STREET, INC.

In compliance with the requirements of F. S. Chapter 607, the undersigned being a natural person, does hereby set as an incorporator in adopting and filing the following Articles of incorporation for the purpose of organizing a business corporation.

#### ARTICLE

The name of the corporation shall be:

MIAMI 54TH STREET, .NC.

#### ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

# ARTICLE III

- 1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having \$1.00 per value.
- 2. The capital stock may be paid for with property, labor or services at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.
- 3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property. Iabor or services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

H96 000018186

PAUL H. KUPFER, ESCURE PLORIDA BAR NO. 284408 KUPFER, KUPFER & SKOUNCK, P. A. 1700 UNIVERSITY DRATE CORAL SPIRNOS, FL 33071 (305) 755-3400

# ARTICLE IV

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Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common etock.

#### ARTICLE V

The existence of the corporation is perpetual.

#### ARTICLE VI

The street address of the initial registered office of this corporation is:

1700 University Drive, Suite 110 Corel Springs, FL 33071

and the initial registered agent of this corporation at the above is:

#### PAUL H. KUPFER

# **ARTICLE VII**

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than nine persons.

#### **ARTICLE VIII**

The names and street addresses of the members of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

#### NAMES

# **ADDRESSES**

GEORGE NOVOGRODER

John Hancock Center 875 N. Michigen Ave. Chicago, IL 60611

#### **ARTICLE IX**

The names and street address of the party signing the Articles of Incorporation as subscriber

is:

**NAMES** 

**ADDRESSES** 

PAUL H. KUPFER

1700 University Drive, Suite 110 Coral Springs FL 33071

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# ARTICLE X

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The Board of Directors shall be slacted at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by proxy.

# ARTICLE XI

Shares of the capital stock of this corporation shall be issued initially to the following:

# GEORGE NOVOGRODER

100 Shares

#### **ARTICLE XII**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent by law.

# ARTICLE XIII

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind.

class, or series as that which he already, holds, shall have the right to purchase his pro rate share thereof at the price at which it is offered to others.

# **ARTICLE XIV**

This corporation reserves the right to amond or repeal any provision contained in these Articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

# **ARTICLE XV**

The principal place of business of this corporation is:

John Hancock Center 875 N. Michigan Ave. Chicago, IL 60611

IN WITNESS	S WHEREOF, the un	dersigned subscrib	ers have executed the	se Articles of
Incorporation this _	_3045 day of	December	, 1998.	
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PAUL A. KUPFER, Uncorporator

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# **ACKNOWLEDGMENT:**

Having been named initial registered agent for the above-stated corporation, at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.

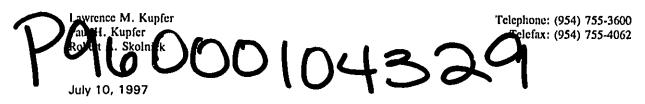
PAUL H. KUPFER, Registered Agent

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# Kupfer, Kupfer & Skolnick, P.A.

Attorneys at Law
1700 University Drive ◆ Suite 110
Coral Springs, Florida 33071



Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

> RE: Miami 54th Street, Inc. Document No: P96000104329

Dear Sir:

Please be advised that the correct mailing address for the above referenced corporation is as follows:

Miami 54th Street, Inc. c/o Novogroder Companies, Inc. John Hancock Center 875 North Michigan Ave. Chicago, IL 60611

If we can provide any additional information please contact our office.

Very Truly yours,

KUPFER, KUPFER, & SKOLNICK, P.A.

Shelley F. Spirkley

Shelley K. Spickler Legal Assistant

/sks

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