

P97000087776

Millie Stanfield

Requestor's Name

5646 Wellesley Park Dr.

Address

Apt. 302

Boca Raton, FL 33433

City/State/Zip

Phone #

100002315831--3

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
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	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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97 OCT -9 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Nadeau OCT 10 1997

**ARTICLES OF INCORPORATION  
OF  
MONARCH GARDEN SHOPPES, INC.**

**FILED**  
97 OCT -9 PM 2:16  
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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person and competent to contract, hereby associates themselves together to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation is:

**MONARCH GARDEN SHOPPES, INC.**

**ARTICLE II - NATURE OF BUSINESS**

The Corporation may engage in real estate development or any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of 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 rata share thereof (as nearly as may be done without issuance of

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1489 West Palmetto Park Road, City of Boca Raton, State of Florida, 33486 and the name of the initial registered agent of this Corporation at that address is: HOLLY GAYLE GERSHON, ESQUIRE.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Millie Stanfield  
5646 Wellesley Park Drive, Apt. 302  
Boca Raton, Florida 33433

#### **ARTICLE VIII - INCORPORATION**

The name and address of the person(s) signing these Articles is:

Millie Stanfield  
5646 Wellesley Park Drive, Apt. 302  
Boca Raton, Florida 33433

#### **ARTICLE IX - BY-LAWS**

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

#### **ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this Corporation shall be issued initially to the following person(s) and in the amounts set opposite their names:

*MILLIE STANFIELD - 50 SHARES*

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by

#### **ARTICLE XI - CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### **ARTICLE XII - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors and/or 10% of the Stockholders.

#### **ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING**

Fifty (50%) percent of the share entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

#### **ARTICLE XIV - MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

#### **ARTICLE XV - INITIAL CAPITAL**

The amount of initial capital with which this Corporation shall begin business is \$500.00.

The stated capital of this Corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

#### **ARTICLE XVI - INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or

**ARTICLE XVII - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 10<sup>th</sup> day of August, 1997.

Millie Stanfield

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF            )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally came Millie Stanfield to me known to be the person(s) described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal this 10<sup>th</sup> day of August, 1997.

Renee S. Schindler  
Notary Public, State of Florida

My Commission Expires:



RENEE S. SCHINDLER  
COMMISSION # CC 387124  
EXPIRES APR 25, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED.

FIRST THAT MONARCH GARDEN SHOPPES, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA RATON, STATE OF FLORIDA, HAS NAMED HOLLY GAYLE GERSHON, ESQUIRE, LOCATED AT 1489 WEST PALMETTO PARK ROAD, CITY OF BOCA RATON, STATE OF FLORIDA, 33486 AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Wells Stanfield  
(Corporate Officer)

TITLE PRESIDENT

DATE 8/21/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE Holly Gayle Gershon  
(Resident Agent)

DATE 8/21/97

FILE  
97 OCT -9  
SECRETARY OF  
TALLAHASSEE,