

P98000017250

LAW OFFICES  
GROSSBERG, YOCHELSON, FOX & BEYDA

2100 PENNSYLVANIA AVENUE, N.W.

SUITE 770

WASHINGTON, D.C. 20037

C. RICHARD BEYDA  
LAWRENCE A. MILLER  
GERALD P. GROSSBERG  
STEVEN G. FRIEDMAN  
RICHARD F. LEVIN  
LINTON W. HENCERER  
BARRY A. HABERMAN  
EDGAR S. LEVY III  
BRETT D. ORLOVE  
MICHAEL D. RAVITCH  
RONALD TUCCERI

TELEPHONE  
202 296-9696

TELECOPIER  
202 296-7777

February 17, 1998

SOLOMON GROSSBERG (1905-1994)  
IRVING B. YOCHELSON (1906-1983)

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

900002436369--0  
-02/20/98--01064--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Welcome Homes Boca, Inc.

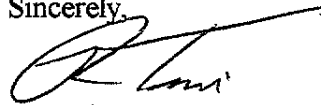
Dear Sir or Madam:

Enclosed herewith for filing are the following:

1. Articles of Incorporation of Welcome Homes Boca, Inc.;
2. A letter from Welcome Homes Boca, L.L.C., a related entity consenting to the use of the "Welcome Homes Boca" name;
3. A check in the amount of \$70 for the filing fee.

Please date stamp and return the copy of the Articles of Incorporation marked "File Copy" in the enclosed self-addressed envelope and send proof of this filing to the undersigned. Should you have any questions regarding this matter, please do not hesitate to call me at (202) 296-9696.

Sincerely,

  
Ronald Tucceri

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 20 PM 1:30

**ARTICLES OF INCORPORATION**  
**OF**  
**WELCOME HOMES BOCA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 20 PM 1:30

THIS IS TO CERTIFY:

**ARTICLE I - NAME**

The name of the Corporation is Welcome Homes Boca, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

c/o Majestic Builders Corp.  
5530 Wisconsin Avenue, Suite 900  
Chevy Chase, Maryland 20815

**ARTICLE III - SHARES**

The number of shares that this Corporation is authorized to have outstanding at any one time is as follows:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value</u>
1,000	common	none	No Par Value

**ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

CT Corporation System  
1200 South Pine Island Road  
City of Plantation, Florida 33324

**ARTICLE V - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Ronald Tucceri  
c/o Grossberg, Yochelson, Fox & Beyda  
2100 Pennsylvania Avenue, N.W.  
Suite 770  
Washington, D.C. 20037

## **ARTICLE VI - PURPOSE**

The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(A) To conduct and carry on a business of acting as a general partner of Welcome Homes Boca Limited Partnership, and generally to do all things incidental to the carrying out of its business as general partner of Welcome Homes Limited Partnership, but it is expressly understood and stated herein that in the performance of the above purposes and in carrying on and conducting such operations and enterprise, the Corporation does not intend to engage in the business of a public service or utility company, but intends to engage in the business of a private corporation only.

(B) To enter into, perform and carry out contracts of any kind necessary or incidental to the accomplishment of any one or more of the purposes of the Corporation.

(C) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in the State of Florida and its surrounding jurisdictions.

(D) To engage in and carry on any other business or purpose which may conveniently be conducted in conjunction with any business of the Corporation and which is permitted by the General Laws of the State of Florida.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon corporations of a similar character by the General Laws of the State of Florida now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

## **ARTICLE VII - INITIAL DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is three (3) and, thereafter, shall be as set forth in the by-laws of this corporation. The names and addresses, including street and number, if any, of the persons who are to serve as initial directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Stanley Zupnik  
5530 Wisconsin Avenue, Suite 900  
Chevy Chase, MD 20815

Bernard Sanker  
5530 Wisconsin Avenue, Suite 900  
Chevy Chase, MD 20815

Bella Borreda  
5530 Wisconsin Avenue, Suite 900  
Chevy Chase, MD 20815

#### **ARTICLE VIII - PREFERENCES**

There are no preference, qualifications, limitations, restrictions and special or relative rights in respect to the shares of each class of the Corporation's stock.

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

No holder of shares of stock of any class shall be entitled to preemptive rights to acquire unissued shares of the Corporation.

#### **ARTICLE X - POWERS**

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(B) The Board of Directors shall have the power to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the by-laws; and, except as so provided, no stockholder shall have any right to inspect any books, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(C) Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting

powers at any annual meeting or at any special meeting called for such purpose shall, so far as permitted by law, be as valid and as binding as though ratified by every stockholder of the Corporation.

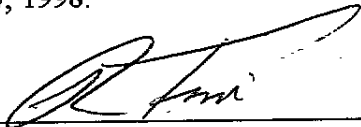
(D) Unless the by-laws otherwise provide, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or any committee or superior officer upon whom such power of removal may be conferred by the by-laws or by authority of the Board of Directors.

(E) The Corporation reserves the right from time to time to make any amendment of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of at least fifty-one percent (51%) of the shares of such stock at the time outstanding by a vote at a meeting or in writing with or without a meeting.

#### **ARTICLE XI - DURATION**

The duration of the Corporation shall be perpetual.

**IN WITNESS WHEREOF**, the undersigned incorporator has signed these Articles of Incorporation on the 17 day of February, 1998.

 (SEAL)  
\_\_\_\_\_  
Ronald Tucceri

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Welcome Homes Boca, Inc.
2. The name and address of the registered agent and office is:

CT Corporation System  
1200 South Pine Island Road  
City of Plantation, Florida 33324

*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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

CT CORPORATION SYSTEM

Dated February 13, 1998

By: 

Kevin J. Gallagher

Name

Assistant Vice President

Title

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 20 PM 1:30