

File 1st

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FILED
98 OCT -6 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FL 32301

REFERENCE: 0151.4063

DATE: 10-6-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Vestcor Fund KVIII, Inc

STATE FEES PREPAID WITH CHECK # 3360 FOR \$ 78.75

500002656685--6
-10/06/98--01038--013
*****78.75 *****78.75

PLEASE FILE:

- ARTICLES OF INC. () AMENDMENT () DISSOLUTION
- () ANNUAL REPORT () MERGER () WITHDRAWAL
- () QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
- () FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
- () TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

- CERTIFIED COPY () CERTIFICATE OF STATUS () STAMPED COPY

RECEIVED
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DIVISION OF CORPORATION

Examiner's Initials

T. SMITH OCT 06 1998

ARTICLES OF INCORPORATION
OF
VESTCOR PARTNERS XVIII, INC.

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ARTICLE I - NAME AND ADDRESS

The name of this corporation is VESTCOR PATNERS XVIII, INC. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Mark T. Farrell	3030 Hartley Road, Suite 100 Jacksonville, Florida 32257

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased, and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and addresses of the member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
John D. Rood	3030 Hartley Road, Suite 100 Jacksonville, Florida 32257

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

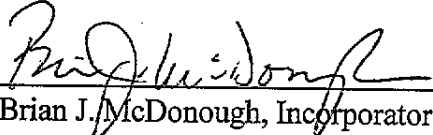
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 30th day of September, 1998.



Brian J. McDonough, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing
Articles of Incorporation and state that I am familiar with and accept the obligations of Section
607.0501 of the Florida Statutes.



Mark T. Farrell, Registered Agent

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