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\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Pineaire Apartments Inc.

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☐ Photocopy

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AMENDMENTS	
<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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T. SMITH OCT 06 1998

RECEIVED  
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98 OCT -6 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 5, 1998

UCC FILING & SEARCH SERVICES, INC.  
526 E. PARK AVE.  
TALLAHASSEE, FL 32301

SUBJECT: PINEAIRE APARTMENTS, INC.  
Ref. Number: W98000022601

We have received your document for PINEAIRE APARTMENTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of 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 (850) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 798A00049410

ARTICLES OF INCORPORATION  
OF  
PINEAIRE APARTMENTS, INC.

FILED  
98 OCT -6 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is PINEAIRE APARTMENTS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of providing rental units to the public. Corporation may also transact any or all lawful business, including but not limited to:

(a) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(b) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(c) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(d) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(e) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(f) To engage in any and all lawful businesses, trades, occupations and professions.

(g) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seven Thousand, Five (7500) shares of common stock, each having the par value of \$.01.

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 IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 1120 Florida Avenue, Sanford, Florida 32773. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VI - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have two (2) directors initially.

#### ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Wally Hilliard	2610 Bullrush Lane, Naples, FL 34105
Trish Hilliard	2610 Bullrush Lane, Naples, FL 34105

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

Charles M. Kelly, Jr.	2640 Golden Gate Parkway, Suite 315, Naples, Florida 34105
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#### ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2640 Golden Gate Parkway, Suite 315, Naples, FL 34105, and the name of the initial registered agent of this corporation is Charles M. Kelly, Jr.

#### ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are acknowledged.

#### ARTICLE XI - VOTING RIGHTS

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 shares.

#### ARTICLE XII - BY-LAWS

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

#### ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

#### ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

ARTICLE XV - SPECIAL PROVISIONS

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate offices to accomplish this compliance.

ARTICLE XVI - ELECTION OF SUBCHAPTER S

This corporation may elect Subchapter S for taxation purposes upon consent of the shareholders.

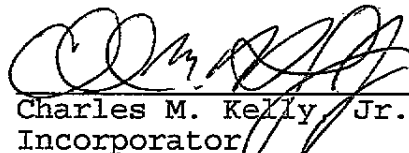
ARTICLE XVII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVIII - SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place restrictions on the transfer of shares by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1 day of October, 1998.

  
Charles M. Kelly, Jr.  
Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgment in the State and County aforesaid, personally appeared Charles M. Kelly, Jr., to me known to be the person described as the Incorporator herein and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State  
aforesaid this 1 day of October, 1998.

*Patricia P. Kappauf*  
NOTARY PUBLIC  
PATRICIA P KAPPAUF  
My Commission CC436331  
Expires Mar 17 1999  
Bonded by ANB  
Notary Public, State of Florida  
at Large

My Commission Expires:

(Notary Seal)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

*Charles M. Kelly, Jr.*  
Charles M. Kelly, Jr.  
Registered Agent

K:Articles

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA