

PO3000003168

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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WAIT

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(Business Entity Name)

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Certified Copies _____

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03 JAN -9 AM 11:00
DIVISION OF COM JUNCTION

03 JAN -6 PM 2:16
DIVISION OF COM JUNCTION

1 JAN 09 2003

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/St/Zip

850-222-2785

Phone #

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

- 1- AMERA 2800, INC.
- 2-
- 3-
- 4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	Non-Profit
☐	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

Examiner's Initials

03 JAN - 6 PM 2:16
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

AMERA 2800, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

AMERA 2800, INC.

ARTICLE II - CORPORATE PURPOSE

The purpose for which the Corporation is organized is limited solely to (A) being the General Partner (hereafter the "General Partner") of Coral Springs Trade Center, Ltd., a Florida limited partnership (hereafter "LTD"), (B) acting as, and exercising all of the authority of, the General Partner of LTD, and (C) the transacting any and all lawful business for which a corporation may be organized under Florida law that is incident, necessary and appropriate to accomplish the foregoing.

ARTICLE III - CORPORATE POWERS

The Corporation shall have all powers now and hereafter granted to corporations for profit under the laws of the State of Florida, so long as said powers are consistent with the Corporate Purpose set forth above.

ARTICLE IV - PROHIBITED ACTIONS

The Corporation is prohibited from incurring indebtedness, except as it is liable for LTD's indebtedness in its capacity as General Partner of LTD. The Corporation is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of substantially all its assets for so long as the indebtedness of LTD to Bank of America, N.A. ("Lender") in the original principal amount of \$14,500,000 incurred in January 2003 (the "Mortgage Loan") is outstanding, and from causing LTD to do any of the foregoing for as long as the Mortgage Loan is outstanding. The Corporation shall not allow or consent to any transfer of any direct or indirect ownership interest in the Corporation such that the transferee owns, in the aggregate with the ownership interests of its affiliates and family members in the Corporation, more than a 49% interest in the Corporation, unless (i) such transfer is conditioned upon the delivery of an acceptable non-consolidation opinion to the holder of the Mortgage Loan and to any applicable rating agency concerning, as applicable, the Corporation, the new transferee and / or their respective owners and (ii) the applicable rating agencies confirm that the transfer will not result in a qualification, withdrawal or downgrade of any securities rating. The Corporation shall never cease to continue serving in the capacity of the sole general partner of LTD, and shall never cease to own at least a 0.5% interest in LTD, so long as the Mortgage Loan is outstanding.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

2900 University Drive
Coral Springs, Florida 33065

ARTICLE VI - CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,200 shares of the par value of \$1.00 per share. All of said stock shall be payable in cash, property, labor, or services at a just valuation. Property, labor, or services may be purchased or paid for with the capital stock at a just valuation.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

George Rahael
2900 University Drive
Coral Springs, Florida 33065

ARTICLE VIII - MANAGEMENT BY DIRECTORS

The business of the Corporation shall be managed by a Board of Directors. The number of directors shall be as set forth in the By-Laws, and if not therein established there shall be one (1) director. The name and post office address of the initial member of the first Board of Directors of the Corporation, who shall hold office for the first year of its existence or until his successor is elected and qualified, is as follows:

George Rahael
2900 University Drive
Coral Springs, Florida 33065

ARTICLE IX - UNANIMOUS CONSENT OF DIRECTORS

The unanimous consent of all of the directors is required for the Corporation to, and for the Corporation to cause LTD to:

a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;

b. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or LTD or a substantial portion of either of their properties;

c. Make any assignment for the benefit of the creditors of the Corporation or LTD; or

- d. Take any action in furtherance of any of the foregoing.

ARTICLE X - INCORPORATOR

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

George Rahael
2900 University Drive
Coral Springs, Florida 33065

ARTICLE XI - SEPARATENESS COVENANTS

The Corporation shall at all times comply with, and shall cause LTD to comply with, the following covenants:

- a. To maintain books and records separate from any other person or entity;
- b. To maintain its bank accounts separate from any other person or entity;
- c. Not to commingle its assets with those of any other person or entity and to hold all of its assets in its own name;
- d. To conduct its own business in its own name;
- e. To maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity and not to have its assets listed on the financial statement of any other entity;
- f. To file its tax returns separate from those of any other entity and not to file a consolidated federal income tax return with any other corporation;
- g. To pay its own liabilities and expenses only out of its own funds;

-
- h. To observe all corporate, and to cause LTD to observe all partnership, and other organizational formalities;
 - i. To enter into transactions with affiliates only on a commercially reasonable basis and on terms similar to those in an arms-length transaction;
 - j. To pay the salaries of its own employees from its own funds;
 - k. To maintain a sufficient number of employees in light of its contemplated business operations;
 - l. Not to guarantee or become obligated for the debts of any other entity or person (except to the extent it is liable for LTD's obligations due to its capacity as General Partner);
 - m. Not to hold out its credit as being available to satisfy the obligations of any other person or entity;
 - n. Not to acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
 - o. Not to make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities);
 - p. To allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
 - q. To use separate stationery, invoices, and checks bearing its own name;
 - r. Not to pledge its assets for the benefit of any other person or entity;
 - s. To hold itself out as a separate entity;
 - t. To correct any known misunderstanding regarding its separate identity;
 - u. Not to identify itself as a division of any other person or entity;
 - v. To maintain adequate capital in light of its contemplated business operations; and

w. Not to form, acquire or hold any subsidiaries other than its interest in LTD.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any officer, director, incorporator, or stockholder, or any former officer, director, or stockholder, to the fullest extent permitted by law. Notwithstanding anything to the contrary herein or any other documents governing the formation, management or operation of the Corporation to the contrary, any indemnification shall be fully subordinated to any obligations respecting the Mortgage Loan and shall not constitute a claim against the Corporation in the event that the cash flow after payment of all obligations under the Mortgage Loan is insufficient to pay such obligations.

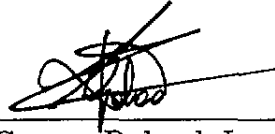
ARTICLE XIII - 1244 STOCK

The capital stock of the Corporation shall be offered and sold under the provisions of Section 1244 of the Internal Revenue Code of the United States (to be known as Section 1244 Stock).

ARTICLE XIV - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended in the manner allowed by law, however the Corporation is prohibited from amending the provisions in Articles II, IV, IX, XI, XII, and this Article XIV without the consent of Lender, or, after the securitization of the Mortgage Loan only if LTD receives (i) confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating and (ii) approval of such amendment by Lender or its assigns.

The undersigned has executed these Articles of Incorporation this 7th day of January, 2003.



George Rahael, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 7th day of January, 2003, by GEORGE RAHAEL, who is personally known to me, or who has produced n/a as identification.



(signature of notary)

ERIN R. GALBREATH

(printed name of notary)

(Seal)



Erin R. Galbreath
MY COMMISSION # CC814713 EXPIRES
March 7, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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

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

THAT AMERA 2800, INC.
(NAME OF CORPORATION)

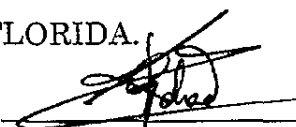
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
CITY OF CORAL SPRINGS, STATE OF FLORIDA
(CITY) (STATE)

HAS NAMED GEORGE RAHAEL, LOCATED AT
(NAME OF RESIDENT AGENT)

2900 UNIVERSITY DRIVE
(STREET ADDRESS AND NUMBER OF BUILDING, POST
OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

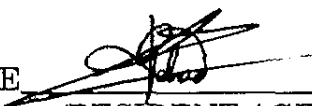
CITY OF CORAL SPRINGS, STATE OF FLORIDA, AS ITS AGENT TO
(CITY)

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(CORPORATE OFFICER)
George Rahael
TITLE President
DATE January 7th, 2003

03 JAN 2003 PM 2:16
DIVISION OF CORPORATION

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 AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE 
(RESIDENT AGENT)
George Rahael
DATE: January 7th, 2003