

P95000007247

THE REAL ESTATE LAW OFFICE  
OF  
RICHARD JOHN BRODEUR, P. A.  
BOARD CERTIFIED REAL ESTATE LAWYER

December 17, 1997

*Return to  
PIU ASAP*

Ms. Barbara  
Attorneys' Title Insurance Fund, Inc.  
660 East Jefferson Street, Suite 200  
Tallahassee, Florida 32301

000002377190--0  
-12/19/97--01005--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Amended*

Dear Barbara:

*&  
Restated*

Enclosed please find the original and one fully executed copy of the First Amendment and Restatement of the Articles of Incorporation of Island Venture Partners, Inc., together with my Operating Account Check No. 4721 in the amount of \$35.00 for the filing fee.

FILED  
97 DEC 19 PM 1:16  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Would you please file this First Amendment and Restatement with the Secretary of State's office and return my receipted office copy back to my office by Federal Express; my Federal Express number is 1086-0440-9.

Enclosed also please find my Operating Account Check No. 4720 in the amount of \$10.00 representing the Fund's fee for this service. Thank you for your assistance in this matter.

RECEIVED  
97 DEC 19 AM 9:25  
OFFICE OF INCORPORATION

Yours very truly,

Richard John Brodeur

Name Availability	12/19/97
Document Examiner	<i>RJB</i>
Updater	<i>RJB</i>
RJB.ms Update	<i>RJB</i>
Enclosures	<i>RJB</i>
Via Federal Express	<i>RJB</i>
Airbill Number	483 3956 746
W.P. Verifier	<i>RJB</i>

Direct Line (941) 472-1734 \*\* Real Estate Line (941) 472-5433 \*\* Fax Line (941) 472-5420  
Florida, USA, and International Line 1-800-330-1734  
MAILING ADDRESS: Post Office Box 214 Sanibel Island, Florida 33957  
STREET ADDRESS: Five Lime Tree Center 1640 Periwinkle Way Sanibel Island, Florida

FILED  
97 DEC 19 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST AMENDMENT and RESTATEMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
ISLAND VENTURE PARTNERS, INC.,  
A FLORIDA CORPORATION**

**ISLAND VENTURE PARTNERS, INC.**, A Florida Corporation, Document Number P95000007247, whose original Articles of Incorporation were filed on January 24, 1995, a copy of which is attached, pursuant to Florida Statute 607.1001(1) and Florida Statute 607.1006 and Florida Statute 607.1007, and fully authorized and approved by the unanimous vote of **all** the shareholders and directors of **ISLAND VENTURE PARTNERS, INC.**, A Florida Corporation, at the Special Meeting of all shareholders and directors held on December 15, 1997, file this First Amendment and Restatement of the Articles of Incorporation of the Corporation. (This First Amendment and Restatement of the Articles of Incorporation is filed with the unanimous consent and approval of **all** of the shareholders and includes amendments to limit the purposes of the corporation and to reflect the current officers of the corporation, pursuant to Florida Statute 607.1001(1).

**RESTATED ARTICLE I - NAME AND ADDRESS**

The name of this corporation shall be **ISLAND VENTURE PARTNERS, INC.**, A Florida Corporation. The principal office of the corporation is 695 Tarpon Bay Road, Suite 7, Sanibel Island, Florida 33957; the mailing address of the corporation is Post Office Box 716, Sanibel Island, Florida 33957.

## RESTATED ARTICLE II - TERM OF EXISTENCE

This corporation is to have perpetual existence.

## RESTATED ARTICLE III - PURPOSE

This corporation is formed for the purpose of the acquisition, operation, financing, refinancing, sale, and disposition of Parkway Plaza, a commercial property known as Parkway Plaza, and related assets. In pursuit of this purpose, the corporation shall operate subject to the following limitations:

A. The corporation shall not incur indebtedness or liabilities other than the permanent financing or refinancing of the Parkway Plaza property or the general liabilities regularly incurred in the ordinary course of business related to the ownership and operation of the Parkway Plaza property.

B. The corporation shall not engage in any dissolution, liquidation, consolidation, merger, or sale of assets, or any further amendment of its Restated Articles of Incorporation as long as there exists indebtedness secured by Parkway Plaza.

C. The directors of the corporation named below shall consider the interests of the creditors of the corporation in connection with all corporate actions.

D. The unanimous consent of all directors shall be required to:

1. File, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings;
2. To dissolve, liquidate, consolidate, merge, or sell all or substantially all of the assets of the corporation;
3. Engage in any other business activity; and

4. Amend these Restated Articles of Incorporation of the corporation.

#### RESTATED ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be five thousand (5,000) shares of common stock, which shall have a par value of \$ .01 per share. The shares of stock may be issued and disposed of for such consideration as may be fixed by the Board of Directors from time to time.

#### RESTATED ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 695 Tarpon Bay Road, Suite 7, Sanibel Island, Florida 33957, and the name of the initial Registered Agent of this corporation is John Armenia.

#### RESTATED ARTICLE VI - DIRECTORS

This corporation shall have four (4) directors and officers. The names and addresses of the directors and officers of this corporation are:

Donald C. Wildman  
745 Spring Hill Road  
Wayzata, Minnesota 55391

President / Director

John Armenia  
695 Tarpon Bay Road, Suite 7  
Sanibel Island, Florida 33957

Vice President / Director

Paul Giovannetti  
13345 S. W. 106th Avenue  
Miami, Florida 33176

Vice President / Director


Lucy Armenia  
695 Tarpon Bay Road, Suite 7  
Sanibel Island, Florida 33957


Secretary / Director

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 17<sup>th</sup> day of December, 1997.

Attest:

Island Venture Partners, Inc.,  
A Florida Corporation

  
\_\_\_\_\_  
Lucy Armenia,  
Secretary

 (SEAL)  
\_\_\_\_\_  
John Armenia,  
Vice President

**STATE OF FLORIDA**

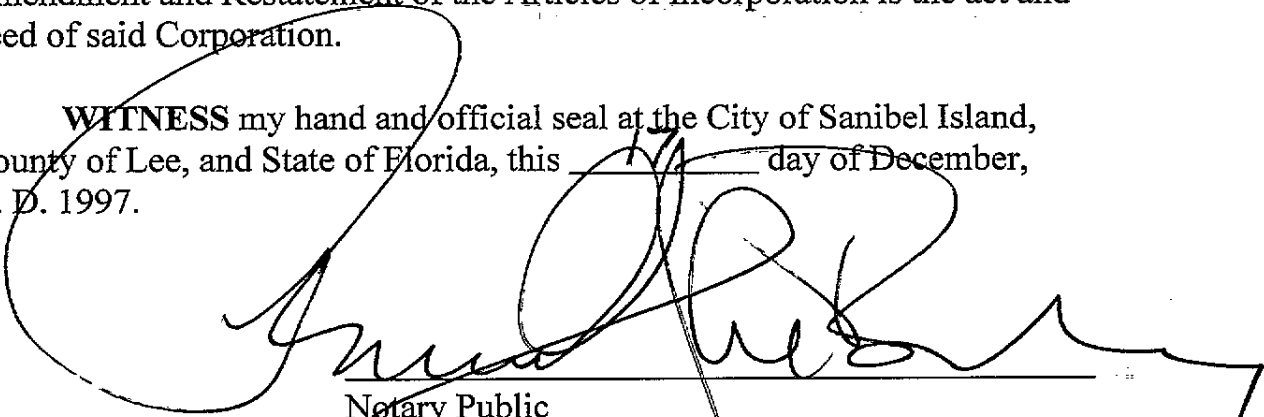
**COUNTY OF LEE**

**I HEREBY CERTIFY** that on this day **John Armenia, as Vice President, and Lucy Armenia, as Secretary, of Island Venture Partners, Inc., A Florida Corporation,** personally appeared before me, the undersigned Notary Public, an officer duly authorized to administer oaths and take acknowledgments. **John Armenia, as Vice President, and Lucy Armenia, as Secretary, of Island Venture Partners, Inc., A Florida Corporation,**

known personally to me, or  
 having produced as identification a passport,  
driver's license, or other photo identification,  
pursuant to Florida Statute 117.05(5)(b)2.c.(I-V),

and acknowledged to and before me that they are the individuals described in and who executed the foregoing First Amendment and Restatement of the Articles of Incorporation as said officers of and on behalf of said Corporation, freely and voluntarily for the purposes therein expressed, and the said First Amendment and Restatement of the Articles of Incorporation is the act and deed of said Corporation.

**WITNESS** my hand and official seal at the City of Sanibel Island, County of Lee, and State of Florida, this \_\_\_\_\_ day of December, A. D. 1997.



Notary Public  
Printed Name of Notary:  
My Commission Number is:  
My Commission expires:



RESTATED CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

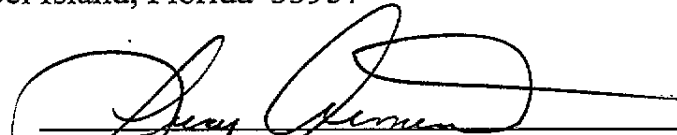
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following Statement in designating the Registered Office / Registered Agent, in the State of Florida:

1. The name of the corporation is:

**ISLAND VENTURE PARTNERS, INC.**


2. The name and address of the Registered Agent and Office of the corporation is:

John Armenia  
695 Tarpon Bay Road, Suite 7  
Sanibel Island, Florida 33957

  
\_\_\_\_\_  
Signature of Secretary,  
Lucy Armenia

Date: December 15, 1997

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.

  
\_\_\_\_\_  
Signature of Resident Agent,  
John Armenia

Date: December 15, 1997

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of ISLAND VENTURE PARTNERS, INC., a Florida corporation, filed on January 24, 1995, as shown by the records of this office.

The document number of this corporation is P95000007247.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-seventh day of January, 1995



*Sandra B. Northam*

Sandra B. Northam  
Secretary of State

CR2EO22 (2-91)



FILED  
95 JAN 24 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ISLAND VENTURE PARTNERS, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be ISLAND VENTURE PARTNERS, INC., A Florida Corporation. The principal office of the corporation is 695 Tarpon Bay Road, Suite 7, Sanibel Island, Florida 33957; the mailing address of the corporation is Post Office Box 716, Sanibel Island, Florida 33957.

ARTICLE II - TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be as follows:

- A. To organize and operate a land holding business in the State of Florida.

B. To transact any and all lawful business in the State of Florida pursuant to Florida Statutes, Chapter 607.

#### ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be five thousand (5,000) shares of common stock, which shall have a par value of \$ .01 per share. The shares of stock may be issued and disposed of for such consideration as may be fixed by the Board of Directors from time to time.

#### ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 695 Tarpon Bay Road, Suite 7, Sanibel Island, Florida 33957, and the name of the initial Registered Agent of this corporation is John Armenia.

#### ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director and officer of this corporation is:

Lucy Armenia  
695 Tarpon Bay Road, Suite 7  
Sanibel Island, Florida 33957

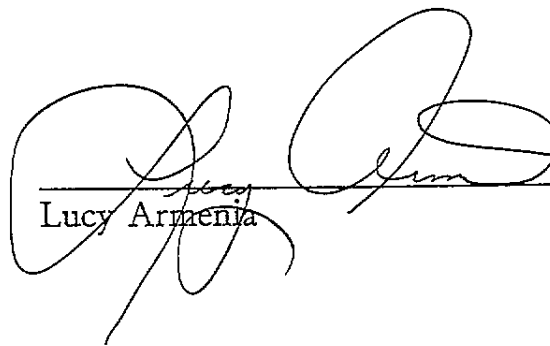
President / Director

ARTICLE VII - INITIAL INCORPORATORS

The name and address of the initial incorporator or subscriber of  
this corporation is:

Lucy Armenia  
695 Tarpon Bay Road, Suite 7  
Sanibel Island, Florida 33957

IN WITNESS WHEREOF, Lucy Armenia has hereunto set her  
hand and seal this 23rd day of January, 1995.

  
\_\_\_\_\_  
Lucy Armenia (SEAL)

STATE OF FLORIDA

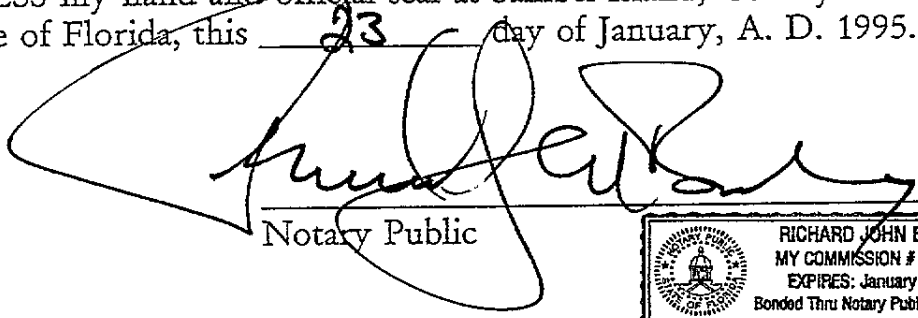
COUNTY OF LEE

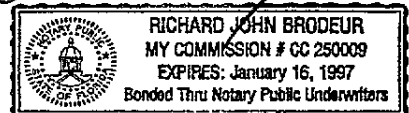
I HEREBY CERTIFY that on this day LUCY ARMENIA personally appeared before me, the undersigned Notary Public, an officer duly authorized to administer oaths and take acknowledgments. LUCY ARMENIA,

known personally to me, or  
 having produced as identification a passport, driver's license, or other photo identification, pursuant to Florida Statute 117.05(5)(b)2.c.(I-V),

and acknowledged to and before me that she is the individual described in and who executed the foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Sanibel Island, County of Lee, and State of Florida, this 23 day of January, A. D. 1995.

  
Notary Public



Printed Name of Notary

My Commission Number is:

My Commission expires:

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

FILED  
95 JAN 24 AM 11:25  
RECORDING CLERK'S OFFICE  
TALLAHASSEE, FLORIDA

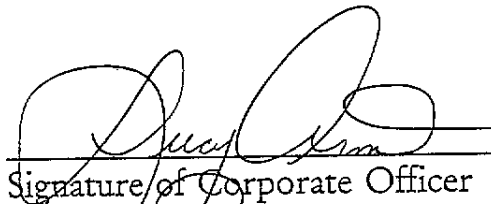
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following Statement in designating the Registered Office / Registered Agent, in the State of Florida:

1. The name of the corporation is:

ISLAND VENTURE PARTNERS, INC.

2. The name and address of the Registered Agent and Office of the corporation is:

John Armenia  
695 Tarpon Bay Road, Suite 7  
Sanibel Island, Florida 33957

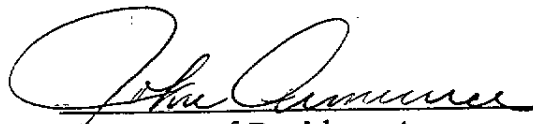


Signature of Corporate Officer  
Lucy Armenia

Title: President

Date: January 23, 1995

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.



Signature of Resident Agent

John Armenia

Date: January 23, 1995