

*P9600096017*

**ALSTON & BIRD**

One Atlantic Center  
1201 West Peachtree Street  
Atlanta, Georgia 30309-3424

404-881-7000  
Fax: 404-881-7777



Michelle M. Henkel

Direct Dial: 404-881-7633

November 22, 1996

VIA UPS

Ms. Kerry J. Sparks, RPA  
Assistant Portfolio Mgr., Real Estate  
Florida State Board of Administration  
1801 Hermitage Blvd., Suite 600  
Tallahassee, Florida 32308

200002013392-0  
-11/26/96--01007-008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Ontario Warehouse I, Inc.

Dear Kerry:

Enclosed for incorporating Ontario Warehouse I, Inc. and qualifying the corporation to do business in California are the following documents:

1. Articles of Incorporation. Please have Horace Schow II sign the Articles of Incorporation and include the original and two copies in the incorporation package to be filed with the Florida Secretary of State for rush recording. One of the copies will be retained by the Secretary of State and the other copy should be returned to you.

2. Acceptance of Appointment. Please have Horace Schow II sign the Acceptance of Appointment as registered agent and include the original and two copies in the incorporation package to be filed with the Florida Secretary of State for rush recording. One of the copies will be retained by the Secretary of State and the other copy should be returned to you.

3. Statement and Designation by Foreign Corporation. This document is solely for the purpose of qualifying the corporation to do business in California and should not be included in the Florida incorporation package. Instead, please have this document signed by an officer of Ontario Warehouse I, Inc. and return it to me.

Once Mr. Schow has signed the Articles of Incorporation and the Acceptance of Appointment, the incorporation package should be hand delivered to the Florida Secretary of State for rush recording. Please note that I have dated these documents for a November 25, 1996 execution and filing. In addition, please note that I have included payment for a Certificate of Existence, which must be requested at the time of filing and

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 25 PM 3:15

RECEIVED  
96 NOV 25 PM 3:09  
DIVISION OF CORPORATIONS

*Will wait*

601 Pennsylvania Avenue, N.W.  
North Building, Suite 250  
Washington, D.C. 20004-2601

D. BROWN NOV 25 1996

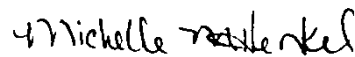
Ms. Kerry J. Sparks, RPA  
Assistant Portfolio Mgr., Real Estate  
November 22, 1996  
Page 2

which must be received in order to qualify to do business in California. You should be immediately provided with a filed copy of the filed Articles of Incorporation, a Certificate of Incorporation, and a Certificate of Existence.

These documents along with the executed Statement and Designation by Foreign Corporation should be sent to me by overnight mail for Tuesday delivery so that we can then file the applicable documents with the California Secretary of State before the Thanksgiving holidays. I will route you copies of all of the applicable documents when our filing process is completed. At that time, I also will provide you with organizational minutes, bylaws, a stock subscription agreement, and a stock certificate.

If you have any questions, do not hesitate to contact me.

Sincerely,



Michelle M. Henkel

MMH:mmh  
Enclosures

cc: Mr. Homer Lee Walker  
{AD963270.098}

**ARTICLES OF INCORPORATION OF  
ONTARIO WAREHOUSE I, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 25 PM 3:15

**ARTICLE ONE**

**Name**

The name of the corporation is **ONTARIO WAREHOUSE I, INC.**

**ARTICLE TWO**

**Purpose**

The corporation is a Corporation for Profit under the provisions of Chapter 607 of the Florida Business Corporation Act. The corporation is organized for the exclusive purposes of acquiring real property and holding title to, and collecting income from, such property; and remitting the net income from such property to its shareholders, who are organizations described in section 501(c)(25)(C) of the Internal Revenue Code of 1986, as amended (or any similar provision of any similar statute hereafter enacted).

**ARTICLE THREE**

**Authorized Shares**

The corporation shall have only one class of stock and shall have the authority to be exercised by the Board of Directors to issue not more than one thousand shares (1,000) shares of capital stock, par value \$1.00 per share, all of which shall be designated "Common Stock." The Common Stock shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

## **ARTICLE FOUR**

### **Shareholders**

The corporation shall have the power to admit up to 35 shareholders in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Bylaws of the corporation and as are not inconsistent with any provision of these Articles of Incorporation. The shareholders shall have the right to dismiss the corporation's investment advisor, if any, upon an affirmative vote of a majority of the shareholders. Each shareholder shall have the right to terminate its interest in the corporation by either (a) selling or exchanging its stock to any organization described in section 501(c)(25)(C) of the Internal Revenue Code of 1986, as amended (or any similar provision of any similar statute hereafter enacted), provided however, that such sale does not result in an increase in the number of shareholders above 35; or (b) by having its stock redeemed by the corporation upon 90 days notice.

## **ARTICLE FIVE**

### **Registered Office and Agent**

The initial registered office of the corporation is located at 1801 Hermitage Boulevard, Suite 600, Tallahassee, Florida 32308. The initial registered agent of the corporation at its registered office is Horace Schow II.

## **ARTICLE SIX**

### **Incorporator**

The name and address of the incorporator is as follows:

Horace Schow II  
1801 Hermitage Boulevard  
Suite 600  
Tallahassee, Florida 32308

**ARTICLE SEVEN**

**Principal Office**

The mailing address of the initial principal office of the corporation is 1801 Hermitage Boulevard, Suite 600, Tallahassee, Florida 32308.

**ARTICLE EIGHT**

**Board of Directors**

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws.

**ARTICLE NINE**

**Composition of Directors**

The Board of Directors shall consist of at least two directors, with the exact number to be fixed from time to time in the manner provided in the Bylaws of the corporation. The initial Board of Directors shall consist of two (2) members whose names and addresses are as follows and who shall serve as the corporation's directors until their successors are duly elected and qualified:


<u>Name</u>	<u>Address</u>
Douglas W. Bennett	1801 Hermitage Boulevard Suite 600 Tallahassee, Florida 32308
Todd A. Miller	1801 Hermitage Boulevard Suite 600 Tallahassee, Florida 32308

**ARTICLE TEN**

**Shareholder Action by Less Than Unanimous Written Consent**

Any action that is required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the corporation for inclusion in the minutes or filing with the corporate records.


IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 25th day of November, 1996.

  
Horace Schow II  
Incorporator

ACCEPTANCE OF APPOINTMENT

Pursuant to the provisions of Sections 607.0202 and 607.0501(3) of the Florida Business Corporation Act, the undersigned acknowledges and accepts its appointment as registered agent of Ontario Warehouse I, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to keeping the registered office at 1801 Hermitage Boulevard, Suite 600, Tallahassee, Florida 32308. The undersigned is familiar with, and accepts the obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: November 25, 1996

  
Horace Schow II

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 25 PM 3:15