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

Gmc Property Management Inc

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NEW FILINGS	
☐	Profit
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☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

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- ☐ Certificate of FICTITIOUS NAME
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☐ CORP SEARCH

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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DIVISION OF CORPORATIONS
SECRETARY OF STATE

C. COULLIETTE JAN 11 2000

Ordered By: _____

Date: _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GMC PROPERTY MANAGEMENT, INC.

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JAN 11 PM 2:55
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TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation are filed pursuant to Section 607.1007, Florida Statutes, to reflect amendments to the Articles of Incorporation of GMC Property Management, Inc., and in connection therewith, the undersigned officers acting upon the authority of all of the shareholders of this Corporation hereby set forth as follows:

ARTICLE I

Name

The name of the corporation is GMC Property Management, Inc.

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 2647 Cesery Blvd., Jacksonville, Florida 32211.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

The nature of the business and of the purposes to be conducted and promoted by the corporation is to engage solely in the activity of acting as a general partner of a limited partnership (the "Partnership") whose purpose is to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with those certain parcels of real property located in the City of Jacksonville, State of Florida, together with all improvements

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located thereon, identified on the attached Exhibit A (collectively the "Properties"). The corporation shall exercise all powers enumerated in the General Corporation Law of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

Notwithstanding any provision hereof to the contrary, the following shall govern: The corporation shall only incur or cause the Partnership to incur indebtedness in an amount necessary to acquire, operate and maintain the Properties. For so long as any mortgage lien exists on any of the Properties, the corporation shall not and shall not cause the Partnership to incur, assume, or guaranty any other indebtedness. For so long as the Partnership remains mortgagor of the Property, the corporation shall not cause the Partnership to dissolve. The corporation shall not and shall not cause the Partnership to consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the corporation or Partnership) formed or surviving such consolidation or merger or that acquired by any conveyance or transfer the properties and assets of the corporation or Partnership substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article III and in Article X, and (c) shall expressly assume the due and punctual performance of the corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this corporation or the Partnership and be continuing. For so long as a mortgage lien exists on any of the Properties, the corporation shall not voluntarily commence a case with respect to itself or cause the Partnership to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on any of the Properties, no material amendment to this certificate of incorporation or to the corporation's By-Laws nor to the partnership agreement of the Partnership may be made without first obtaining approval of the mortgagees holding first mortgages on each of the Properties.

ARTICLE V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$.10 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1400, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Frank E. Miller, Esq.

ARTICLE VII

Directors

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

F. Jeffrey Simms
2650 Townsend Road
Allegany, New York 14706

Linda K. Simms
2650 Townsend Road
Allegany, New York 14706

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law. Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Partnership or the Properties and shall not constitute a claim against the corporation in the event that cash flow is insufficient to pay such obligations.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

Incorporator

The name and street address of the incorporator of this corporation is:

F. Jeffrey Simms
2650 Townsend Road
Allegany, New York 14706

ARTICLE X

Corporate Separateness

Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as any mortgage lien exists on any of the Properties, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the

following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain separate corporate records and books of account from those of its parent and any affiliate.
3. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.
4. It shall not commingle assets with those of its parent and any affiliate.
5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from its parent and any affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
8. It shall maintain an arm's length relationship with its parent and any affiliate.
9. It shall not guarantee or, except to the extent of its liability for the debt secured by such mortgage lien, become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.
10. It shall use stationery, invoices and checks separate from its parent and any affiliate.
11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.
12. It shall hold itself out as an entity separate from its parent and any affiliate.

For purpose of this Article X, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

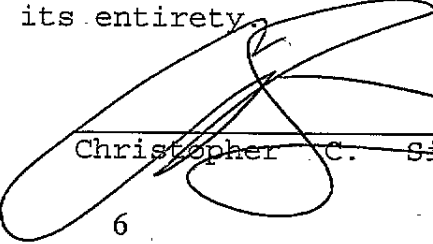
ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the shareholders is subject to this reservation.

In accordance with Sections 607.1007, 607.0704, and 607.0821, Florida Statutes, the foregoing Amended and Restated Articles of Incorporation were adopted by written consent of the Board of Directors and all of the Corporation's shareholders on November 9, 1999.

Upon the filing of these Amended and Restated Articles of Incorporation by the Department of State, the Articles of Incorporation of GMC Property Management, Inc., shall be deemed to be amended and restated in its entirety.



Christopher C. Simms, President

STATE OF FLORIDA }
COUNTY OF DUVAL } SS

The foregoing instrument was acknowledged before me this 19th
day of November 1999, by Christopher C. Simms



Donna Fay Demetree
MY COMMISSION # CC776240 EXPIRES
September 17, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Donna F Demetree
(Print Name _____)

NOTARY PUBLIC

State of Florida at Large

Commission# _____

My Commission Expires:

Personally known X

or Produced I.D. _____

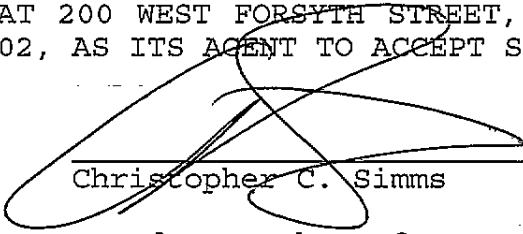
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Type of Identification Produced

**CERTIFICATION 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:

GMC PROPERTY MANAGEMENT, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF ALLEGANY, STATE OF NEW YORK, HAS NAMED
FRANK E. MILLER, ESQ. LOCATED AT 200 WEST FORSYTH STREET, SUITE
1400, JACKSONVILLE, FLORIDA 32202, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.



Christopher C. Simms

Dated: November 19, 1999.

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.



Frank E. Miller

Dated: November 19, 1999.