

P98000030534



ACCOUNT NO. : 072100000032

REFERENCE : 766142 6258A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 131.25

ORDER DATE : April 2, 1998

ORDER TIME : 10:15 AM

ORDER NO. : 766142-005

CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq
BOND SCHOENECK & KING, P.A.

Suite 107
1167 Third Street South
Naples, FL 34102-7098

900002476910-10

FILED
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98 APR -2 PM 2: 26

DOMESTIC FILING

NAME: 4227 ENTERPRISE AVENUE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

f 4/2/98

RECEIVED
98 APR -2 PM 12: 10
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
4227 ENTERPRISE AVENUE, INC.

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Article 1. Name

The name of the Corporation is:

4227 Enterprise Avenue, Inc.

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purpose

The purposes for which the corporation is organized, which shall include the authority of the Corporation to engage in any lawful business, shall be limited solely to the following: (i) being the general partner of 4227 Enterprise Avenue, Ltd., a Florida limited partnership (the "Partnership"); (ii) acting as, and exercising all authority of, the general partner of the Partnership; and (iii) to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

Article 4. Prohibited Activities

The corporation shall only incur or cause the Partnership to only incur indebtedness in an amount necessary to acquire, operate and maintain the improved real property commonly known as "4227 Enterprise Avenue, Naples, Florida," and more fully described as follows:

The West one-half (W 1/2) of the South 688.60 feet of the East one-half (E 1/2) of the West one-half (W 1/2) of the West one-half (W 1/2) of the Northeast one-quarter (1/4) of Section 36, Township 49 South, Range 25 East, Collier County, Florida, together

with any appurtenances thereto, and subject to any mortgages, easements, restrictions and reservations of record (the "Property").

For so long as the lien of any deed of trust in favor of Heller Financial, Inc., or its successors or assigns (the "Lender") encumbers any portion of the Property (the "Trust Deed") and the Partnership remains owner of the Property, the corporation shall not and shall not cause the Partnership to incur, assume, or guaranty any other indebtedness. For so long as the Trust Deed encumbers any portion of the Property and the Partnership remains owner of the Property, the corporation: (i) shall not cause the Partnership to dissolve or liquidate, (ii) 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 or transfer any of its beneficial interests to any entity, (iii) shall not voluntarily file or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding, institute any proceeding under any applicable insolvency law or otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally without the unanimous consent of all directors; (iv) shall not seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the corporation or the Partnership or a substantial portion of either of their properties without the unanimous consent of all directors; (v) shall not make any assignment for the benefit of creditors or the corporation or the Partnership without the unanimous consent of all directors; or (vi) take any action in furtherance of the foregoing without the unanimous consent of all directors. For so long as the Trust Deed encumbers any portion of the Property and the Partnership remains owner of the Property, the corporation shall not amend the provisions of Articles 3 or 4 of its Articles of Incorporation nor shall it amend the provisions of Article II of its By-Laws or the provisions of Section 1 of Article VI of its By-Laws without, in each case, the consent of the Lender. The corporation shall continue to serve in the capacity of general partner of the Partnership for so long as

the Trust Deed encumbers any portion of the Property and the Partnership remains owner of the Property.

Article 5. Principal Office and Mailing Address

The principal place of business of the Corporation is at 4251 Lake Forest Drive, #214, Bonita Springs, Florida 34134. The mailing address of the Corporation is 4251 Lake Forest Drive, #214, Bonita Springs, Florida 34134.

Article 6. Initial Registered Office and Agent

The initial registered office of the Corporation is c/o Bond, Schoeneck and King, P.A., 1167 Third Street South, Suite 107, Naples, Florida, 34102. The name of the initial registered agent at that address is William M. Burke.

Article 7. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, all of which shall have a par value of One Dollar (\$1.00). Such shares of stock are as follows:

Class A - 10,000 common, voting stock, \$1.00 par value.

Article 8. Initial Board of Directors

The initial board of directors shall consist of three (3) members. The names and addresses of the initial directors of the Corporation are:

Mary Catheren Tobin	2451 Lake Forest Drive, #214 Bonita Springs, Florida 34134
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Kevin J. Tobin

220 Eastern Avenue
Barrington, Illinois 60010

Daniel C. Tobin

220 Eastern Avenue
Barrington, Illinois 60010

Article 9. Incorporator

The name and address of the sole Incorporator is:

William M. Burke

1167 Third Street South
Suite 107
Naples, Florida 34102

Article 10. Commencement of Existence

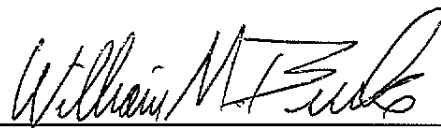
The Corporation's existence shall commence on upon the filing of these Articles of Incorporation with the Florida Secretary of State.

Article 11. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

In Witness Whereof, the undersigned has signed these Articles of Incorporation as of

April 1, 1998.



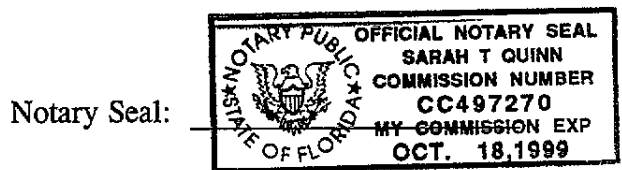
William M. Burke

STATE OF FLORIDA)
) ss.:
COLLIER COUNTY)

The foregoing instrument was acknowledged before me this 1st day of April, 1998, by WILLIAM M. BURKE, who is personally known to me or who presented his _____ as identification and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.

Sarah T. Quinn

Notary Public



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered 4227 Enterprise Avenue, Inc., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED as of April 1, 1998.

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William M. Burke

William M. Burke
Registered Agent