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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

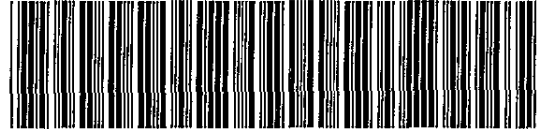
(Document Number)

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11/06/03--01041--016 \*\*70.00

420/16/04

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DIVISION OF CORPORATIONS  
06 JAN 15 AM 8:20

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ERT Pointe Orlando, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

R. Joseph Dill, Esquire

(Name of Person)

Fischette, Owen, Held & McBurney

(Firm/Company)

1301 Riverplace Blvd., Suite 1916

(Address)

Jacksonville, FL 32207

(City/State and Zip code)

For further information concerning this matter, please call:

R. Joseph Dill

(Name of Person)

at ( 904 ) 398-7036

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☒ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

W03-34720

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DIVISION OF CORPORATIONS  
04 JAN 15 AM 8:20



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 19, 2003

R. JOSEPH DILL, ESQUIRE  
FISCHEFFE, OWEN, HELD & MCBURNEY  
1301 RIVERPLACE BLVD., SUITE 1916  
JACKSONVILLE, FL 32207

SUBJECT: ERT POINTE ORLANDO, INC.  
Ref. Number: W03000034720

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04 JAN 15 AM 8:20

We have received your document for ERT POINTE ORLANDO, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4,600.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 303A00062886

**FISCETTE, OWEN, HELD & MCBURNEY**

**ATTORNEYS AND COUNSELORS AT LAW**

James A. Fischette  
Edwin W. Held, Jr.  
Charles W. McBurney, Jr.  
R. Joseph Dill  
Robert J. Perry, Jr.

SUITE 1916 RIVERPLACE TOWER  
1301 RIVERPLACE BOULEVARD  
JACKSONVILLE, FLORIDA 32207-9073

TELEPHONE 904 / 398-7036  
FAX NO. 904 / 398-4283  
E-MAIL Attorneys@FOHMLaw.com

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DIVISION OF CORPORATIONS  
JAN 15 AM 8:20  
Philip C. Owen  
1928-1998

November 26, 2003

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: ERT Pointe Orlando, Inc.  
Reference No.: W03000034720

TO WHOM IT MAY CONCERN:

This will acknowledge receipt of the Department of State's ("Department") letter dated November 19, 2003 (letter number: 303A00062886) to us, concerning ERT Pointe Orlando, Inc., a copy of which is enclosed herewith.

The purpose of our letter is to formally request on ERT Pointe Orlando, Inc.'s behalf that the Department reduce the applicable civil penalty to \$500.00 for each year that the entity transacted business in Florida prior to qualification. In support thereof, we advise you that ERT Pointe Orlando, Inc. is the holder of a one percent (1%) general partnership interest in Pointe Orlando Development Company, a California general partnership ("PODC"). The ninety-nine percent (99%) general partnership interest in PODC is held by ERT Development Corporation, a Delaware corporation. PODC owns and operates Pointe Orlando, a retail shopping and entertainment complex in Central Florida.

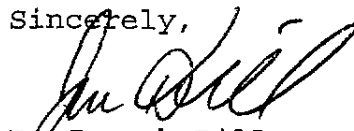
At all times material hereto, both PODC and ERT Development Corporation have possessed certificates of authority to transact business in the State of Florida, pursuant to Department of State Document File Nos. GP9700000122 and F97000000480, respectively. The business activities of ERT Pointe Orlando, Inc. in Florida relate to its 1% interest in PODC, and not to any other business, venture or operation.

In light of the circumstances set forth above, ERT Pointe Orlando, Inc. respectfully requests that the Department reduce the applicable civil penalty to \$500.00 per year, pursuant to §607.1502(4), Florida Statutes, plus the applicable UBR filing fees.

Department of State  
Division of Corporations  
November 26, 2003  
Page 2

Thank you for your consideration in this matter. If you have any questions, or if we may be of any further assistance to the Department, kindly let us know.

Sincerely,



R. Joseph Dill  
Attorney for ERT Pointe Orlando, Inc.

rjd/djg

cc: Ms. Marie Georges

rjd/11-25depart.djg

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04 JAN 15 AM 8:20



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 12, 2003

R. JOSEPH DILL, ESQUIRE  
FISCHETTE, OWEN, HELD & MCBURNEY  
1301 RIVERPLACE BLVD., SUITE 1916  
JACKSONVILLE, FL 32207

SUBJECT: ERT POINTE ORLANDO, INC.  
Ref. Number: W03000034720

We have received your document for ERT POINTE ORLANDO, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Based on the information you have provided and in accordance with s.607.1502(4), 608.502(4) or 617.1502(4), F.S., this office will reduce the civil penalty of \$1,000 per year to \$500 per year for each year this entity transacted business or conducted its affairs in Florida prior to qualification. Therefore, the total amount due to cover both annual report/uniform business report and penalty fees is \$2,600.00.

Please submit a check made payable to the Florida Department of State for \$2,600.00.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock  
Senior Section Administrator

Letter Number: 303A00066932

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DIVISION OF CORPORATIONS  
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**FISCETTE, OWEN, HELD & MCBURNEY**

**ATTORNEYS AND COUNSELORS AT LAW**

James A. Fischette  
Edwin W. Held, Jr.  
Charles W. McBurney, Jr.  
R. Joseph Dill  
Robert J. Perry, Jr.

SUITE 1916 RIVERPLACE TOWER  
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JACKSONVILLE, FLORIDA 32207-9073

TELEPHONE 904 / 398-7036  
FAX NO. 904 / 398-4283  
E-MAIL Attorneys@FOHMLaw.com

Philip C. Owen  
1920-1998

January 12, 2004

VIA FEDERAL EXPRESS: 8090 1423 2614

Brenda Tadlock  
Senior Section Administrator  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Subject: ERT Pointe Orlando, Inc.  
Reference No.: W03000034720  
Letter No.: 303A00066932

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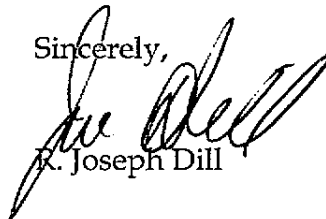
Dear Ms. Tadlock:

In accordance with your letter dated December 12, 2003, enclosed please find a check in the sum of \$2,600.00, representing the total amount due to cover both the uniform business report and civil penalty, applicable to the qualification of ERT Pointe Orlando, Inc.

Please furnish me with a copy of the filed Application for Authorization to Transact Business in Florida, together with the original Certificate of Authority, upon the qualification of ERT Pointe Orlando, Inc.

Thank you for your assistance in this matter. If you have any questions, please feel free to call me.

Sincerely,



R. Joseph Dill

RJD/ojd  
Enclosure

cc: Marie Georges (w/o encl) (via fax)  
RJD/1-9ltr Tadlock.ojd

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. ERT Pointe Orlando, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York 3. 13-4090030  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/10/99 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 12/6/99  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1120 Avenue of the Americas, New York, NY 10036  
c/o New Plan Excel Realty Trust, INC. (Principal office address)  
1120 Avenue of the Americas, New York, NY 10036  
(Current mailing address)

8. real estate investment  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: R. Joseph Dill - c/o Fischette, Owen, Held & McBurney

Office Address: 1301 Riverplace Boulevard, Suite 1916  
Jacksonville, Florida 32207  
(City) (Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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DIVISION OF CORPORATIONS  
04 JAN 15 AM 8:20



12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Glenn J. Rufrano

Address: 1120 Avenue of the Americas, New York, NY 10036

Director: Steven F. Siegel

Address: 1120 Avenue of the Americas, New York, NY 10036

B. OFFICERS

President: Scott D. MacDonald

Address: 1120 Avenue of the Americas, New York, NY 10036

E. Vice President: John B. Roche

Address: 1120 Avenue of the Americas, New York, NY 10036

Secretary: Steven F. Siegel

Address: 1120 Avenue of the Americas, New York, NY 10036

Treasurer: Michael Brown

Address: 1120 Avenue of the Americas, New York, NY 10036

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. Steven F. Siegel, Director, Executive Vice President, General Counsel &

(Typed or printed name and capacity of person signing application) Secretary

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**State of New York } ss:  
Department of State**

*I hereby certify, that the Certificate of Incorporation of ERT POINTE ORLANDO, INC. was filed on 10/18/1996, under the name of SOGGS COMMERCIAL PROPERTIES INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.*

*A Certificate of Amendment SOGGS COMMERCIAL PROPERTIES INC., changing its name to NEW PLAN POINTE ORLANDO, INC., was filed 11/04/1999.*

*A Certificate of Amendment NEW PLAN POINTE ORLANDO, INC., changing its name to ERT POINTE ORLANDO, INC., was filed 12/20/1999.*

\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 24th day of October  
two thousand and three.*



*Secretary of State*

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