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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATION

**FOREIGN PROFIT QUALIFICATION**

**Ramco Delray SPC, Inc.**

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# 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. RAMCO DELRAY SPC, 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. DELAWARE

(State or country under the law of which it is incorporated)

3. 20-1460365

(FEI number, if applicable)

4. AUGUST 6, 2004

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON FILING

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334

(Principal office address)

31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334

(Current mailing address)

8. SEE ATTACHED

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(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 as 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.*

CT Corporation System

By: Connie Bryan, Special Asst. Secretary

(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.

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

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ON-JON CORPORATION'S  
TALLAHASSEE, FLORIDA

**A. DIRECTORS**Chairman: Dennis GershensonAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334Vice Chairman: Richard GershensonAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334Director: Richard J. SmithAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334Director: Bradley J. SchramAddress: 1760 South Telegraph Road, Suite 300, Bloomfield Hills, MI 48302-0183**B. OFFICERS**President: Dennis GershensonAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334Vice President: Richard GershensonAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334Secretary: Richard J. SmithAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334Treasurer: Richard J. SmithAddress: 31500 NORTHWESTERN HIGHWAY, SUITE 300, FARMINGTON HILLS, MI 48334

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. Richard J. Smith, Secretary/Treasurer

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

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BY: JEFFREY L. HARRIS  
TALLAHASSEE, FLORIDA

ATTACHMENT TO  
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA OF

RAMCO DELRAY SPC, INC.

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JUNIOR CORPORATION  
TALLAHASSEE, FLORIDA

8. For so long as that certain mortgage loan (the "Loan") in the approximate amount of \$43,250,000.00 from Lehman Brothers Bank FSB (together with its successors and assigns, "Lender") to the Borrower (as hereinafter defined) remains outstanding (it being understood and agreed that, for the purposes of this Section, the Loan shall not be deemed outstanding if it has been satisfied or refinanced), notwithstanding anything to the contrary contained in this Certificate of Incorporation (as amended and/or modified from time to time, this "Certificate") or the Bylaws of the Corporation, the nature of the business to be conducted by the Corporation is to engage solely in the following activities:

(a) To acquire a membership interest in and act as a member of Linton Delray, LLC, a Delaware limited liability company ("Borrower"), which Borrower is engaged solely in the ownership, development, maintenance, leasing, management, financing and operation of certain real and improved property commonly known as The Plaza at Delray and located at 1640 South Federal Highway in the City of Delray Beach, County of Palm Beach, State of Florida (the "Property"), pursuant to and in accordance with this Certificate and the Bylaws of the Corporation.

(b) To engage in such other lawful activities permitted to corporations by the Delaware General Corporation law (as the same exists or may hereafter be amended (provided that the effect of any such amendment shall be prospective only) the "Delaware Law") as are incidental to the foregoing, including the management of the Property.

For so long as the Loan shall remain outstanding (it being understood and agreed that, for the purposes of this Section, the Loan shall not be deemed outstanding if it has been satisfied or refinanced), notwithstanding anything to the contrary contained herein, the provisions set forth shall control and shall not be amended or modified without the prior written consent of the Lender:

(a) the Corporation shall not engage in any business or activity other than the ownership of its interest in Borrower, and activities incidental thereto including the management of the Property;

(b) the Corporation shall not acquire or own any material assets other than its interest in Borrower;

(c) the Corporation shall not merge into or consolidate with any person or entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure;

(d) the Corporation (i) shall observe its organizational formalities and preserve its existence as an entity duly organized, validly existing and in good standing (if applicable) under the laws of the State of Delaware, and qualification to do business in the State of Florida, if applicable, and (ii) shall not, without the prior written consent of Lender, terminate or fail to comply with the material provisions of this Certificate of Incorporation;

(e) the Corporation shall not own any subsidiary or make any investment in, any person or entity without the consent of Lender;

(f) the Corporation shall not commingle its assets with the assets of any of its affiliates, principals or of any other person or entity, participate in a cash management system with any other entity or person or fail to use its own separate stationery, invoices and checks;

(g) the Corporation shall not incur any debt secured or unsecured, direct or contingent (including guaranteeing any obligations);

(h) the Corporation shall not become insolvent and fail to pay its debts and liabilities (including as applicable, shared personnel and overhead expenses) from its assets as the same shall become due;

(i) the Corporation (i) shall maintain its records (including financial statements), books of account and bank accounts separate and apart from those of the members, principals and affiliates of the Borrower or of the Principal, as the case may be, the affiliates of a member, general partner or principal of Borrower or of Principal, as the case may be, and any other person or entity, (ii) shall not permit its assets or liabilities to be listed as assets or liabilities on the financial statement of any other entity or person except as may be consolidated with the financial statements of Ramco-Gershenson Properties Trust or as otherwise required in accordance with Generally Accepted Accounting Principals, and (iii) shall not include the assets or liabilities of any other person or entity on its financial statements;

(j) the Corporation shall not enter into any contract or agreement with any member, principal or affiliate of Borrower, Guarantor or Indemnitor (as such terms are defined in the loan documents evidencing and/or securing the Loan), or any member, general partner, principal, or affiliate thereof (other than a business management services agreement, provided that (i) such agreement is acceptable to Lender, (ii) the manager, or equivalent thereof, under such agreement holds itself out as an agent of the Borrower, and (iii) the agreement meets the standards set forth in the Mortgage), except upon terms and conditions that are commercially reasonable, intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any member, general partner, principal or affiliate of Borrower or of the Corporation, as the case may be, Guarantor or Indemnitor, or any member, general partner, principal or affiliate thereof;

(k) the Corporation shall not seek the dissolution or winding up in whole, or in part, of Borrower or of the Corporation, as the case may be;

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TALLAHASSEE, FLORIDA

(l) the Corporation shall correct any known misunderstandings regarding the separate identity of the Corporation, or any principal or affiliate thereof or any other person;

(m) the Corporation shall not guarantee or become obligated for the debts of any other entity or person or hold itself out to be responsible for the debts of another entity or person;

(n) the Corporation shall not make any loans or advances to any third party, including any member, general partner, principal or affiliate of the Corporation or any principal or affiliate thereof, and shall not acquire obligations or securities of any principal or affiliate of the Corporation as the case may be, or any affiliate thereof;

(o) the Corporation shall (i) file its own tax returns, if required, or if part of a consolidated group filing, the Corporation is shown as a separate member of such group; and (ii) shall not be included on the tax returns of any other person or entity except as required by applicable law;

(p) the Corporation shall hold itself out to the public as a legal entity separate and distinct from any other entity or person and shall conduct its business solely in its own name or a name franchised or licensed to it by an entity other than an affiliate of the Borrower, and not as a division or part of any other entity in order not (i) to mislead others as to the identity with which such other party is transacting business, or (n) to suggest that the Corporation is responsible for the debts of any third party (including principal or affiliate of Borrower, or of Principal, as the case may be, or any member, general partner, principal or affiliate (hereof);

(q) the Corporation shall maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

(r) the Corporation shall not share any common logo with or hold itself out as or be considered as a department or division of (i) any principal, member or affiliate of Borrower, (ii) any affiliate of a principal or member of Borrower or of the Corporation, as the case may be, or (iii) any other person or entity;

(s) the Corporation shall allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;

(t) the Corporation shall not pledge its assets for the benefit of any other person or entity;

(u) the Corporation shall maintain a sufficient number of employees in light of its contemplated business operations, provided that nothing herein shall require the Corporation to have any employees so long as such employees are not necessary to the conduct of its business;

- (v) the Corporation shall hold its assets in its own name;
- (w) the Corporation shall not have any of its obligations guaranteed by an affiliate; and
- (x) the Corporation shall not violate or cause to be violated the assumptions made with respect to Borrower and its principals in that certain Non-Consolidation Opinion delivered to Lender in connection with the Loan.

Notwithstanding anything to the contrary contained herein, no provision contained in this section shall be deemed to create an obligation on the part of the Corporation, any stockholder or owner, or any member, officer, director, employee or affiliate of any, of the foregoing to make loans, equity infusions or capital contributions to the Corporation.

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# Delaware

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*The First State*

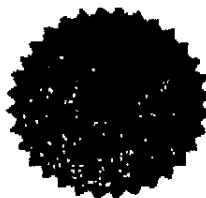
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAMCO DELRAY SPC, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3281011

DATE: 08-06-04