

Document Number 11

## Montecarlo's Menu

1311 Executive Center Drive, ntc. 200

## Appendix

— In/Inquirer, EL, 32301 (204) 656-0290

City

## Sing

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## Figure

CORPORATION(S) NAME

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**W. Proff**

( ) NonProfit

( ) Amendment

( ) Merge

## Foreign

☐ Dissolution/Withdrawal

( ) Mark

☐ Limited Partnership

( ) Annual Report

☐ Other:

( ) **Neuroisolation**

( ) Reservation

( ) Change of N.A.

( ) Certified Copy

☐ Photo Copies

( ) Fictitious Name

U CUS / 5/5

( ) Call When Ready

**( ) Call if Problem**

( ) After 4:30

### Walk In

( ) Will Wall

### Q Pick Up

☐ Mail Out

## Autobility

Document  
Examiner

**Ujjvala**

## Vinyls

## Acknowledgments

W.P. Verhulst

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C112E031 (1-89)

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

IN COMPLIANCE WITH SECTION 007.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Albuquerque Whaler 95-B Corporation  
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

3. January 11, 1995  
(Date of Incorporation)

4. Perpetual  
(Duration)

5. appld. for  
(Federal Employer Identification number, if applicable)

6. Upon Qualification  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1285 Ave of Americas, 14th fl. floor, New York, New York 10019  
(Current mailing address)

8. See attached purpose clause.  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

**A. Directors:**

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

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

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

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

Director: See attached list of directors

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

Director: \_\_\_\_\_

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

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 JAN 23 PM 1:16

**9. Officers:**

President: See attached list of officers

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida 33324

Zip Code

**11. 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: \_\_\_\_\_

C T Corporation System

Richard P. Borovoy (Officer)

Assistant Secretary

(Typed Name and Title of Officer)

12. 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.

13. Steven J. Plust

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Steven J. Plust, President

(Name and capacity of person signing application)

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of  
Albuquerque Whaler 95-B Corporation**

The nature of the business or purpose to be conducted or promoted by the Corporation is to engage exclusively in the following activities:

- a) to act as a general partner of thirty-three limited partnerships (each a Partnership" and together the "Partnerships"), each of which may (i) acquire, own, manage, operate, maintain, dispose of, mortgage, transfer, exchange, or otherwise deal with certain real property and related assets (the "Property") and (ii) enter into a loan agreement (as amended from time to time, the "Loan Agreement") among the Partnerships as borrowers and Value Line Mortgage Corporation, as lender, in order to finance the Property, and thereafter renew, extend, refinance, refund, replace or modify the indebtedness of the Partnership evidenced by the Loan Agreement (any such successor indebtedness being "Successor Indebtedness"), and enter into guaranties, mortgages, and other security agreements in favor of the lender(s) under the Loan Agreement of any such Successor Indebtedness, contribution agreements with the other Partnerships and any other documents and instruments required or permitted by the Loan Agreement or any Successor Indebtedness;
- b) to issue capital stock as provided for herein; and
- c) to engage in activity and to exercise any powers permitted to corporations under the laws of the State of Florida which are incidental to, or connected with, the foregoing and necessary, suitable or convenient to accomplish the foregoing.

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Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of  
Albuquerque Whaler 95-B Corporation**

---

1. Peter Englander  
13077 Highway 19 West  
Bryson City, North Carolina 28713
2. Laura Kelly  
1295 Ave of Americas, 14th fl.  
New York, New York 10019
3. Steven P. Baum  
1285 Ave of Americas, 14th fl.  
New York, New York 10019
4. John A. Taylor  
1285 Ave of Americas, 14th fl.  
New York, New York 10019
5. Seth B. Lipsay  
1285 Ave of Americas, 14th fl.  
New York, New York 10019

SECRET  
DIVISION OF CORPORATIONS  
95 JAN 23 PM 1:16

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business In Florida

**Officers of  
Albuquerque Whaler 95-B Corporation**

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1. Steven J. Plust, President  
1285 Ave of Americas, 14th fl.  
New York, New York 10019
2. Peter Englander, Vice President  
13077 Highway 19 West  
Bryson City, North Carolina 28713
3. Geraldine L. Banyai, Assistant Secretary  
1285 Ave of Americas, 14th fl.  
New York, New York 10019
4. Laura Kelly, Secretary  
1285 Ave of Americas, 14th fl.  
New York, New York 10019

95 JAN 23 PM 1:16  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALBUQUERQUE WHALER 95-B CORPORATION" 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 EIGHTEENTH DAY OF JANUARY, A.D. 1995.

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

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 23 PM 1:16



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE

7377681

01-18-95



# F95000000356

ACCOUNT NO. : 072100000032

REFERENCE : 388126 4382779

AUTHORIZATION : Patricia Figgie

COST LIMIT : \$ 35.00

ORDER DATE : May 13, 1997

ORDER TIME : 9:49 AM

ORDER NO. : 388126

CUSTOMER NO: 4382779

500002181115--8

CUSTOMER: Ms. Geraldine L. Banyai  
Painewebber Group, Inc.  
1285 Avenue Of The Americas

New York, NY 10019

CHANGE OF AGENT

NAME: ALBUQUERQUE WHALER 95-B  
CORPORATION

FILED  
97 MAY 16 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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CONTACT PERSON: Paula K. Kendrick

5/16

Change

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Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,  
Florida Statutes, the undersigned corporation organized under the laws of the State of  
DELAWARE submits the following statement in order to change its registered office  
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: \_\_\_\_\_  
ALBUQUERQUE WHALER 85-B CORPORATION

1b. Date of incorporation: \_\_\_\_\_ Document number \_\_\_\_\_

2. The name and address of the current registered agent and office:  
C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE PLANTATION FL 33324

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office  
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by  
an officer so authorized by the board.

GERALDINE L. BANYAI  
ASST SECRETARY

Typed or printed name and title

G. L. Banyai  
SIGNATURE

6/14/97  
DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, 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 COM-  
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY

LISA G. MULLIGAN

SIGNATURE

By: Lisa G. Mulligan  
ASST VICE PRESIDENT

DATE

5-12-97