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Document Number Only

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

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Danama City Square, 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. Panama City Square, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Alabama

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

3. 63-1203583

(FEI number, if applicable)

4. June 8, 1998

(Date of incorporation)

5. Perpetual

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

6. Upon qualification.

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 3500 Eastern Boulevard, Montgomery, Alabama 36116

(Current mailing address)

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8. See Exhibit "A" attached hereto.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. 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)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Dale W. Morris

(Registered agent's signature) (Officer)

Dale W. Morris, Assistant Vice President

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jake F. Aronov

Address: 3500 Eastern Boulevard

Montgomery, Alabama 36116

Director: Owen W. Aronov

Address: 3500 Eastern Boulevard

Montgomery, Alabama 36116

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jennifer P. Autrey, Secretary

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

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Exhibit "A"

PURPOSE OF PANAMA CITY SQUARE, INC.

The purposes for which the Corporation is formed are to do any and all of the things hereafter set forth, to the same extent as natural persons might or could do as partner, principal or agent, and for no other purpose, namely to acquire, own, manage, mortgage, encumber, sell, exchange, otherwise dispose of and/or deal with an investment in that certain limited partnership to be known as Panama City Square, Limited Partnership, a Florida limited partnership (the "Partnership"), which owns that certain shopping mall facility and related property known as "Panama City Square" and located in Panama City, Florida, and to serve and act in the capacity of a General Partner for the Partnership.

In order to carry out the purposes hereinabove set forth, the Corporation shall have and exercise all the powers conferred on it by the laws of the State of Alabama, including, but not limited to the following:

To enter into, make, perform and carry out, or cancel and rescind contracts for any lawful purposes pertaining to its business;

To enter into any lawful arrangements for sharing profits or providing pensions for its employees;

To enter into any general or limited partnership as a general or limited partner, any limited liability company as a member and as a manager, or any joint venture, syndicate, pool or other association of any kind for the purpose of any undertaking which the Corporation would have power to conduct by itself;

To issue, purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, to the extent of its capital surplus available therefor;

To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation or other entity, to the extent that such guaranties are made in pursuance of the purposes set forth in this Article;

To do all and everything necessary, suitable or proper for the accomplishment of any of the enumerated purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in conjunction with other corporations, firms or individuals, and either as principals or as agents and do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them; and

To negotiate all contracts in the regular course of business, including the purchase, sale and exchange of real and personal property for the Corporation for such considerations and upon such terms as the President or Senior Vice President deems for the best interests of the Corporation and to borrow money for and in behalf of the Corporation. The President or the Senior Vice President shall execute and deliver all deeds, mortgages, leases, contracts, releases and other instruments to which this Corporation is authorized to become a party. In the exercise of this authority no action shall be required by the Board of Directors. All deeds, mortgages and other instruments which by general practice are attested, shall be attested by the Secretary or any Assistant Secretary. The absence of the corporate seal from any document shall not affect its

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validity even though its affixing may be recited. The Board of Directors is empowered to authorize and cause to be executed deeds, mortgages, liens and other conveyances by other officers of the Corporation for all or any part of the real and personal property of the Corporation.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the Corporation, and the enjoyment and exercise thereof, conferred by the laws of the State of Alabama.

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

**Officers of
Panama City Square, Inc.**

1. Jake F. Aronov, President
3500 Eastern Boulevard
Montgomery, Alabama 36116
2. Owen W. Aronov, Vice President
3500 Eastern Boulevard
Montgomery, Alabama 36116
3. Jennifer P. Autrey, Secretary-Treasurer
3500 Eastern Boulevard
Montgomery, Alabama 36116
4. Carl Alred, Assistant Secretary
3500 Eastern Boulevard
Montgomery, Alabama 36116
5. Eloise Sams, Assistant Secretary
3500 Eastern Boulevard
Montgomery, Alabama 36116

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Panama City Square, Inc. incorporated in Montgomery County, Montgomery, Alabama on June 8, 1998. I further certify that the records do not disclose that said Panama City Square, Inc. has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

July 1, 1998

Date

Jim Bennett

Jim Bennett

Secretary of State