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(954) 482-9500

May 8, 2001

VIA UPS NEXT DAY AIR

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

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\*\*\*\*155.00 \*\*\*\*155.00

RE: Northdale Office Buildings, LLC

Dear Sir or Madam:

L01-7535

Enclosed are the original of the Articles of Organization of Northdale Office Buildings, LLC, and Statement Designating Registered Agent and Office. Please have the enclosed filed with the Florida Secretary of State, Division of Corporations, and return a certified copy of record of same to the attention of the undersigned at the Tampa, Florida address referenced in the letterhead hereof.

Also enclosed please find check no. 26989 in the amount of \$155.00 which represents payment of the following:

Filing Fee-Florida Articles of Organization	\$100.00
Registered Agent Designation	25.00
Certified Copy of Record	30.00
TOTAL	\$155.00

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TALLAHASSEE, FLORIDA

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Florida Department of State

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Thank you for your assistance in this matter. Should you have any questions regarding the enclosed, please call me collect at (813)222-5069 rather than returning the unfiled Articles of Organization.

Sincerely,



Lawrence J. Bailin

LJB:mr

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION OF  
NORTHDALÉ OFFICE BUILDINGS, LLC,  
a Florida limited liability company

The following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company (hereinafter referred to as the "Company").

ARTICLE I

NAME

The name of the Company shall be NORTHDALÉ OFFICE BUILDINGS, LLC.

ARTICLE II

PRINCIPAL OFFICE AND PLACE OF BUSINESS

The mailing address and street address of the principal office and place of business of the Company is c/o Ciminelli Development Company, 350 Essjay Road, Williamsville, New York 14221.

ARTICLE III

PURPOSES AND POWERS

The Company's business and purpose shall consist solely of the following:

- (i) To acquire that certain parcel of real property known as Northdale Plaza, together with all improvements located thereon, located at 3903 Northdale Boulevard, Tampa, Florida 33618 (the "Property").
- (ii) To engage solely in the ownership, operation and management of the Property, pursuant to and in accordance with these Articles of Organization and the Company's Operating Agreement.
- (iii) To engage in such other lawful activities permitted to limited liability companies by the Florida Limited Liability Company Act as are incidental, necessary or appropriate to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

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ARTICLE IV  
MANAGEMENT

All powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed by, the Members of the Company.

ARTICLE V  
DURATION

The Company shall exist until December 31, 2050, unless it is earlier dissolved in a manner provided by law or as provided in the Operating Agreement adopted by the members.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 401 East Jackson Street, Suite 2200, City of Tampa, County of Hillsborough, State of Florida, and the name of the Company's initial registered agent at that address is Lawrence J. Bailin.

ARTICLE VII  
LIMITATIONS

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Company, the Company shall not, without the unanimous consent of its members, do any of the following:

- (i) engage in any business or activity other than those set forth in Article III;
- (ii) do any act which would make it impossible to carry on the ordinary business of the Company, except as otherwise provided in these Articles;
- (iii) borrow money or incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than normal trade accounts and lease obligations incurred in the ordinary course of business, or grant consensual liens on the Company's property; except, however, the manager or managing member, as applicable, is hereby authorized to secure financing (the "Loan") for the Company from any institutional Lender in such amount and on such terms as such manager or managing member may elect, and to grant a mortgage, deed of trust, lien or liens on the Company's property to secure such Loan,

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as well as incur other indebtedness to the extent expressly authorized pursuant to the documents further evidencing the Loan;

- (iv) dissolve or liquidate, in whole or in part;
- (v) consolidate or merge with or into any other entity;
- (vi) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestration (or other similar official) of the Company or a substantial part of property of the Company, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take company action in furtherance of any such action; or
- (vii) amend the Articles of Organization or the Operating Agreement of the Company.

In addition to the foregoing, the Company shall not, without the written consent of the holder of the promissory note evidencing the Loan so long as it is outstanding, take any action set forth in items (i) through (v) or item (vii) above.

## ARTICLE VIII

### TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no member or manager shall have any ownership interest in any company property in its individual name or right and, each membership or other ownership interest in the Company shall be personal property for all purposes.

## ARTICLE IX

### SEPARATENESS COVENANT

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these articles of organization, the Company shall:

- (i) maintain books and records and bank accounts separate from those of any other person;

(ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(iii) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(iv) hold regular manager and member meetings, as appropriate, to conduct the business of the Company, and observe all other legal formalities;

(v) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(vi) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

(vii) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(viii) conduct business in its own name, and use separate stationery, invoices and checks;

(ix) not commingle its assets or funds with those of any other person; and not assume, guaranty or pay the debts or obligations of any other person.

## ARTICLE X

## DISSOLUTION

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Limited Liability Company to the contrary, the following shall govern: The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable federal and state law.

The undersigned, being one of the original Members of the Company, certifies that this instrument constitutes the Articles of Organization of NORTHDALE OFFICE BUILDINGS, LLC.

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TALLAHASSEE FLORIDA

Executed by the undersigned at Williamsville, New York, on May 7, 2001.

By: William B. Stark, Jr.  
Print Name: William B. Stark, Jr.  
As Member of NORTHDALE OFFICE BUILDINGS, LLC

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TALLAHASSEE FLORIDA

STATEMENT DESIGNATING REGISTERED  
AGENT AND OFFICE

State of Florida                    )  
  )ss  
County of Hillsborough         )

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is NORTHDALE OFFICE BUILDINGS, LLC.

The name of the registered agent for NORTHDALE OFFICE BUILDINGS, LLC, is Lawrence J. Bailin and the street address and mailing address of the company's registered office where the registered agent is located is 401 East Jackson Street, Suite 2200, Tampa, Florida 33602..

This statement is to acknowledge that, as indicated above, NORTHDALE OFFICE BUILDINGS, LLC, has appointed me, Lawrence J. Bailin, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated May 7<sup>th</sup>, 2001.

NORTHDALE OFFICE BUILDINGS, LLC,  
a Florida limited liability company

By: William B. Stark, Jr.  
Print Name: William B. Stark, Jr.  
As Member of NORTHDALE OFFICE BUILDINGS, LLC

Lawrence J. Bailin  
Lawrence J. Bailin  
As Registered Agent

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TALLAHASSEE FLORIDA



The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of May, 2001, by WILLIAM B. STARK, JR. as member on behalf of NORTHDALE OFFICE BUILDINGS, LLC, a Florida limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.

MARY LOU SCHARF  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires April 1, 2003

Mary Lou Scharf  
Printed Name: MARY LOU SCHARF  
Notary Public  
Serial Number (if any): \_\_\_\_\_

My Commission Expires:

(NOTARY SEAL)

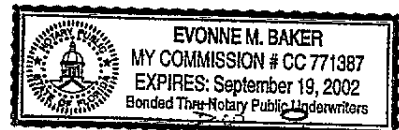
The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of May, 2001, by LAWRENCE J. BAILIN, as Registered Agent of NORTHDALE OFFICE BUILDINGS, LLC, a Florida limited liability company. He is personally known to me.

Evonne M. Baker  
Printed Name: \_\_\_\_\_  
Notary Public  
Serial Number (if any): \_\_\_\_\_

My Commission Expires:

(NOTARY SEAL)

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