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May 22, 2003

Federal Express  
8400 3496 7454

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Reference: 2717 Office Center, Inc.  
Not for Profit - Filing of Articles of Incorporation

Dear Sir or Madam:

Enclosed is are two fully executed original copies of the Articles of Incorporation and Certificate Designating Registered Agent for the above captioned corporation.

Also enclosed is a check in the amount of \$78.75 representing the applicable filing fees and fee for a certified copy of the Articles of incorporation.

Please return a certified copy of the Articles of Incorporation and the Certificate of Incorporation to my office at your earliest convenience.

Thank you for your help in this matter.

Sincerely,

Paul R. Alfieri, Esq.

PRA/  
Encl.

**ARTICLES OF INCORPORATION**

**OF**

**2717 OFFICE CENTER, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned pursuant to applicable provisions of the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**I. NAME**

The name of this corporation shall be: **2717 OFFICE CENTER, INC.**

**II. ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office of the corporation shall be 2401 W. Cypress Creek Road, Ft. Lauderdale, FL.

**III. PURPOSES**

This corporation is organized exclusively for purposes described in section 501(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code (the "Code"), specifically to hold property, collect income there from, and turn over the entire amount thereof, less expenses to Calvary Chapel Church, Inc., a Florida not-for-profit corporation that is exempt from federal income tax under Section 501(c)(3) of the Code for its religious, charitable and educational purposes. More specifically:

- a. the corporation shall not own any real property other than the property, including real property, tangible and intangible property, located at 2717 W. Cypress Creek Road, Ft. Lauderdale, Florida 33309, to be operated, invested and otherwise used for the benefit of or on behalf of Calvary Chapel Church, Inc.;
- b. To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income tax under Section 501(c)(2) of the Code.

**ARTICLE IV. COVENANTS WITH RESPECT TO INDEBTEDNESS**

The corporation has agreed to assume certain financing (the "Financing") from Column Financial, Inc. (together with its successors and assigns, the "Lender"), which Financing is secured by a first mortgage lien on certain real and other property located at 2717 West Cypress Creek Road, Fort Lauderdale, Florida 33309 (the "Property"). With respect to the Financing and the Property the corporation and unless the Financing is paid in full:

- (a) shall not own and will not own any encumbered asset other than (i) the Property, (ii) incidental personal property necessary for the operation of the Property;
- (b) is not engaged and will not engage in any business other than the ownership, management and operation of the Property;
- (c) will not enter into any contract or agreement with any affiliate of the corporation except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate;
- (d) has not incurred and will not incur any debt, secured or unsecured, direct or contingent (including guaranteeing and obligation) other than (i) the secured indebtedness, and (ii) trade payables or accrued expenses incurred in the ordinary course of business of operating the Property; no debt whatsoever may be secured (senior, subordinate or pari passu) by the Property;
- (e) has not made and will not make any loans or advances to any third party (including any affiliate of the corporation, or any guarantor) except from the net profits of the corporation as determined on a monthly basis;
- (f) is and will be solvent and pay its debts from its assets as the same shall become due;
- (g) has done or caused to be done and will do all things necessary to preserve its existence and will conform to all required corporate formalities;
- (h) will conduct and operate its business as presently conducted and operated;
- (i) will maintain books and records and bank accounts separate from those of its affiliates;
- (j) will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity (including any affiliate);
- (k) will file its own tax returns as required under applicable law;
- (l) will 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;
- (m) will not, nor will any affiliate, seek the dissolution or winding up, in whole or in part, of the corporation;
- (n) will not enter into any transaction of merger or consolidation, or acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any entity;

- (o) will not commingle the funds and other assets of the corporation with those of any affiliate, or any other person;
- (p) has and will maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain, or identify its individual assets from those of any affiliate or any other person;
- (q) has at all times since its formation, observed all legal and customary formalities regarding its formation and will continue to observe all legal and customary formalities;
- (r) does not and will not hold itself out to be responsible for the debts or obligations of any other person; and
- (s) upon the commencement of a voluntary or involuntary bankruptcy proceeding by or against the corporation, the corporation shall not seek a supplemental stay or otherwise pursuant to 11 U.S.C. 105 or any other provision of the Bankruptcy Act, or any other debtor relief law (whether statutory, common law, case law, or otherwise) of any jurisdiction whatsoever, now or hereafter in effect, which may be or become applicable, to stay, interdict, condition, reduce or inhibit the ability of the Lender to enforce any rights of Lender against any guarantor or indemnitor of the secured obligations or any other party liable with respect thereto by virtue of any indemnity, guaranty or otherwise.

## **V. DIRECTORS**

The corporation shall have no members. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the corporation's Board of Directors. The Board of Directors shall be elected as provided in the bylaws of the corporation.

## **VI. TERM OF EXISTENCE**

The corporation shall have perpetual existence.

## **VII. BYLAWS**

The bylaws of the corporation shall be made by the Board of Directors and may be amended, altered or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose subject to any restrictions contained in these Articles of Incorporation. Notwithstanding the foregoing, any such amendment shall not be effective unless endorsed by a resolution adopted by a majority of the members of the Board of Directors of Calvary Chapel Church, Inc.

## **VIII. AMENDMENTS**

Amendments to the Articles of Incorporation shall be adopted by a majority vote of the Board of Directors at any regular or special meeting called for that purpose, provided that any such amendment shall not be effective or filed unless endorsed by a resolution adopted by a majority of the members of the Board of Directors of Calvary Chapel Church, Inc.

So long as the corporation is part of the Financing described in Article IV, the corporation shall not amend, modify or otherwise change its Articles of Incorporation or bylaws in a manner which will adversely affect the corporation's existence as a single-purpose, single-asset "bankruptcy remote" entity or its 501(c)(2) status under the Code;

Notwithstanding any provisions of these Articles of Incorporation to the contrary, the corporation may amend these Articles of Incorporation, including those provisions set forth in Article IV above, or its bylaws as necessary to satisfy the Internal Revenue Service of the corporation's exempt status under Section 501(c) of the Code.

## **IX. REGISTERED AGENT**

The Registered Agent upon whom service of process against this corporation may be made is Mark T. Davis. The Registered Agent and the Corporation's registered office is located at 2401 W. Cypress Creek Road., Ft. Lauderdale, FL 33309.

## **X. INCORPORATOR**

The name and address of the Incorporator is:

Mark T. Davis  
2401 W. Cypress Creek Road  
Ft. Lauderdale, FL 33309


## **XI. EARNINGS AND ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## **XII. DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, shall distribute all the assets of the corporation to Calvary Chapel Church, Inc.

**IN WITNESS WHEREOF** we hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22 day of May, 2003.

  
Mark T. Davis, Incorporator

**REGISTERED AGENT CERTIFICATE**

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of **Chapter 48.091 and 617.0501, Florida Statutes**, the following is submitted in compliance with said statutes:

That 2717 OFFICE CENTER, INC. having been organized under the laws of the State of Florida Not For Profit Corporation Act, with its principle office, as indicated in the Articles of Incorporation at 2401 W. Cypress Creek Road, Ft. Lauderdale, FL 33309 has named Mark T. Davis, its Registered Agent; and 2401 W. Cypress Creek Road, Ft. Lauderdale, FL 33309 as the place where service of process may be served within this State. That this designation has been duly approved by a resolution of the corporation's Board of Directors as applicable under Florida Statute.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with, and accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Mark T. Davis, Registered Agent

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STATE