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VIA FEDERAL EXPRESS

August 30, 1999

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

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-08/31/99--01056--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: LINCOLN PARK WEST MERCHANT ASSOCIATION, INC.

Gentlemen:

In connection with the referenced corporation, enclosed please find original Articles of Incorporation together with our trust account check in the sum of \$70.00 for filing fees and registered agent designation.

Please stamp the enclosed copy and return with your receipt.

Thank you for your cooperation. Should you have any questions, please call.

Very truly yours,



Rosemary Cohen  
Legal Assistant

:rc  
Enclosure

FILED  
99 AUG 31 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/3/99  
M

ARTICLES OF INCORPORATION  
OF  
LINCOLN PARK WEST MERCHANT ASSOCIATION, INC

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a Corporation Not for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the Corporation is LINCOLN PARK WEST MERCHANT ASSOCIATION, INC. ("Association") or ("Corporation").

Article II - Principal Office

The initial street address of the principal office of this Corporation in the State of Florida is 7764 North West 44th Street, Sunrise, Florida 33351. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article III - Purpose

The general nature, objects and purposes of the Association are:

1. To promote, market and advertise the retail shopping plaza known as "Lincoln Park West" located in Broward County, Florida for the benefit of all of the businesses located therein.

2. To operate without profit for the sole and exclusive benefit of its members. This Association shall have no shares of stock, shall pay no dividends, and shall distribute no part of its income to its members, officers or directors. The interest of a member of this Association in the funds and assets of this Association may not be assigned, hypothecated nor transferred in any manner. The funds and assets of the Association shall be held or used for the benefit of the membership and for the purposes authorized herein and in the By-Laws which may hereafter be adopted.

#### Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law or in accordance with the Articles or By-Laws.

#### Article V - General Powers

The general powers that the Association shall have are as follows:

(a) To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

(b) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

(c) To delegate power or powers where such is deemed in the interest of the Association.

(d) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

(e) To fix assessments to be levied against members to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures.

(f) To charge members for services rendered by the Association as deemed appropriate by the Board of Directors of the Association.

(g) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted or reserved to the Association pursuant to these Articles or the Association's By-Laws or any rules or any regulations which may hereafter be established.

(h) In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

## Article VI - Members, Voting and Assessments

### 1. MEMBERS

The qualification of the members of this Association, the manner of admission to membership and the termination of such membership, and voting shall be as hereinafter set forth. There shall be two (2) classes of membership, as follows:

#### A. CLASS A MEMBERS.

Class A members shall consist of all persons who become tenants under written leases in Lincoln Park West. Each tenant shall be entitled to a single membership regardless of the manner in which the leasehold interest may be held. Each tenant shall be entitled to one (1) vote.

#### B. CLASS B MEMBERS.

The Class B Member shall be SUBLIME, INC., a Delaware corporation ("Owner") or its designee, successor or assignee as Owner of the shopping center.

2. Class A membership in this Association shall cease when the persons holding same no longer own the interest hereinabove described. Where the leasehold is held by a corporation or other entity, or other individual or individuals, such entity shall be a member of the Association but shall act through an agent designated in writing by such entity to the Association.

3. The Association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the respective Leases for the Property, as supplemented by the provisions of the Articles and By-Laws of the Association relating thereto.

## Article VII - Board of Directors

1. The affairs of the Association shall be managed by a Board of Directors consisting of nine (9) Directors. The number of Directors may be increased from time to time by the members but shall never be less than nine (9). Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws of this Association. Any Director may be removed from office, with or without cause, by the affirmative vote of a majority of the members, or by the Class B member, provided, however, that any Director appointed by the Class B member shall serve at the pleasure of the Class B member and may not be removed

except by action of the Class B member, and may be removed from office, and a successor Director may be appointed, at any time by the Class B member.

2. The names and addresses of the Members of the first Board of Directors who shall hold office until the first annual meeting of the members to be held in the year 2000 and until their successors are elected or appointed and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Michael J. Janoura	7764 N.W. 44th Street Sunrise, FL 33351
Valerie Gelsino	7794 N.W. 44th Street Sunrise, FL 33351
Lance Davis	7776 N.W. 44th Street Sunrise, FL 33351
Leslie Himmel	7792 N.W. 44th Street Sunrise, FL 33351
Patty Caropelo	7790 N.W. 44th Street Sunrise, FL 33351
Lenny Katz	7766 N.W. 44th Street Sunrise, FL 33351
Marvin Grossman	7800 N.W. 44th Street Sunrise, FL 33351
John Alfano	7816 N.W. 44th Street Sunrise, FL 33351
Jeff Kahn	7806 N.W. 44th Street Sunrise, FL 33351

#### Article VIII - Officers

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws.

### Article IX - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Michael J. Janoura, 7764 N.W. 44th Street, Sunrise, FL 33351.

### Article X - Initial Registered Agent and Office

The Registered Agent and registered office of the Corporation shall be Michael B. Shapiro, Shapiro and Dector, P.A., 7777 Glades Road, Suite 200, Boca Raton, Florida 33434.

### Article XI - Indemnification of Officers and Directors

1. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no lo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best

interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by a Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

Article XII - Amendment

These Articles of Incorporation may be altered, amended or repealed by a majority of the Directors present at a duly constituted meeting of the Board of Directors provided, however, that no amendment affecting the Class B Member or its heirs, legal representatives, successors or assigns shall be effective without the affirmative consent of the Class B Member.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of August, 1999.

  
Michael J. Janoura

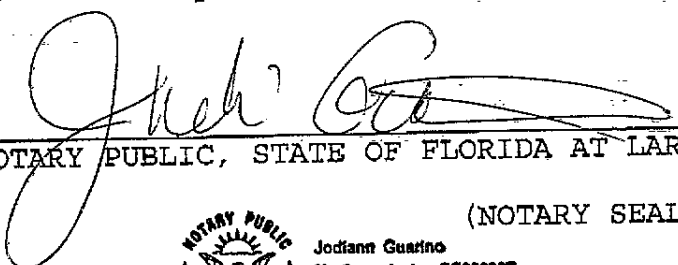
STATE OF FLORIDA )

) SS:

COUNTY OF PALM BEACH )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael J. Janoura, personally known by me to be the person who executed the foregoing Articles of Incorporation, and he provided \_\_\_\_\_ as proof of identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of August, 1999.

  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:

(NOTARY SEAL)



Jodiann Guarino  
My Commission CC806027  
Expires December 8, 2000



CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes,  
the following is submitted in compliance with  
said Act.

FILED  
99 AUG 31 PM 1:37  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

FIRST -- That LINCOLN PARK WEST MERCHANT ASSOCIATION, INC.  
desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the Articles of  
Incorporation, at City of Sunrise, County of Broward, State of  
Florida, has named MICHAEL B. SHAPIRO as Registered Agent, who may  
be served at the registered office located at 7777 Glades Road,  
Suite 200, City of Boca Raton, County of Palm Beach, State of  
Florida, as its agent to accept service of process within this  
State.

Having been named to accept service of process for the above  
stated Corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Michael B. Shapiro  
Registered Agent