

PO0000009691

Florida Department of State
Division of Corporations
Public Access System
-Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000004622 7))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : MOMBACH, BOYLE & HARDIN, P.A.
Account Number : 074143000064
Phone : (954)467-2200
Fax Number : (954)467-2210

FLORIDA PROFIT CORPORATION OR P.A.

MDC WESTGATE CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 PM 12:42

Electronic Filing Menu

Corporate Filing

Public Access Help

B. McKnight JAN 28 2000

H00000004622 7

**ARTICLES OF INCORPORATION
OF
MDC WESTGATE CORP.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 PM 12:42

ARTICLE I

The name of the corporation is MDC WESTGATE CORP. The principal business address or mailing address of the corporation is: 201 N. US Highway One, Suite D-5, Jupiter, FL 33477.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act. The following provisions shall only be applicable to the corporation for the duration of that certain mortgage loan by and between The Chase Manhattan Bank, or its designee, as Mortgagee, and MDC WESTGATE, LTD., Mortgagor (the "Loan"):

Corporate Purpose. The corporation has been organized for the following purposes: To act as general partner of MDC WESTGATE, LTD., a Florida limited partnership.

Limitation on Indebtedness. The corporation shall be prohibited from incurring any indebtedness on its own behalf excluding any liability or obligation that the corporation may undertake in connection with the Loan.

Prohibition on Taking Certain Corporate Actions. For so long as the Loan is outstanding, the corporation shall be prohibited from:

- (a) Engaging in any dissolution, liquidation, consolidation, merger or asset sale, or amending these Articles of Incorporation.

H00000004622 7

- (b) Engaging in any business for any purpose other than the purpose set forth herein;
- (c) Amending these Articles of Incorporation or voting to amend the limited partnership agreement of the partnership for which the corporation is the general partner.

Unanimous Consent Provisions. The unanimous consent of the directors of the corporation shall be required to file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings or cause the partnership for which it is a general partner to do so.

Interests of the Corporation's Creditors. The corporation shall take into account the interests of the creditors of the corporation as well as the interests of the corporation.

Separateness Covenants. The corporation shall:

- (a) Maintain its books and records separate from any other person or entity;
- (b) Maintain its accounts separate from any other person or entity;
- (c) Not commingle its assets with those of any other entity;
- (d) Conduct the business of the corporation in its own name;
- (e) Maintain separate financial statements for the corporation;
- (f) Pay any of the corporation's liabilities out of its funds;
- (g) Observe all corporate formalities, such as corporate minutes and resolutions;
- (h) Not undertake any action which is inconsistent with an arm's length relationship with its affiliates;
- (i) Pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- (j) Not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the liabilities or obligations of others except in relation to the Loan;
- (k) Not acquire the obligations or securities of its directors, officers or shareholders, except with respect to the shareholders as such obligation or securities may relate to the Loan;
- (l) Allocate fairly and reasonably any overhead for shared office space;
- (m) Not pledge its assets for the benefit of any other entity or make any loans or advances to any entity, except in relation to the Loan;
- (n) Hold itself out as a separate entity;
- (o) Correct any known material misunderstanding relating to its separate identity; and
- (p) Maintain adequate capital in light of its contemplated business operations.

Miscellaneous. For purposes of this Article the following terms shall have the meanings set forth below:

H00000004622 7

- i. An "affiliate" of a person or a person "affiliated with", a specified person, shall mean a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the specified person.
- ii. The term "control" (including the terms "controlling", "controlled by" and "under common control with") shall mean the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise; provided, however, that a person shall not be deemed to control another person solely because he or she is a director of such other person.
- iii. The term "person" shall mean any individual, partnership, firm, corporation, association, trust, unincorporated organization or other entity, as well as any syndicate or group deemed to be a person pursuant to Section 13(d)(3) of the Securities Exchange Act of 1934, as amended.
- iv. A "subsidiary" of an entity shall mean any corporation a majority of the voting stock of which is owned, directly or indirectly, through one or more other subsidiaries, by such entity.

ARTICLE IV

The corporation is authorized to issue seven thousand five hundred (7,500) shares of capital stock at the par value of One Dollar (\$1.00) each.

ARTICLE V

The street address of the initial registered office of the corporation is 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394, and the name of the initial registered agent of the corporation at that address is Conrad J. Boyle.

ARTICLE VI

H00000004622 7

The name and address of the incorporator(s) is as follows:

J. Thomas O'Brien, Jr.
7443 Lee Davis Road, Suite 300
Mechanicsville, Virginia 23111

ARTICLE VII

There shall be no imposition of personal liability on shareholders of the corporation for the debts or obligations of the corporation.

ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the shareholders in such manner as shall be set forth in the By-Laws. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

ARTICLE IX

The corporation shall indemnify any officer or director, for actions in their corporate capacity, to the full extent permitted by law.

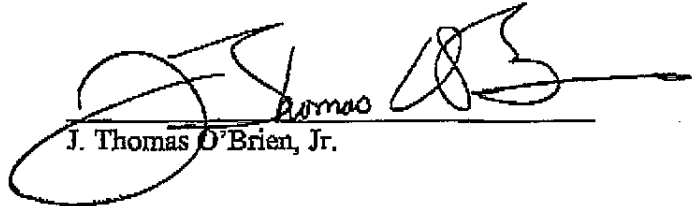
ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

[SIGNATURE(S) TO FOLLOW]

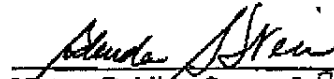
H00000004622 7

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 27th day of January, 2000.


J. Thomas O'Brien, Jr.

STATE OF VIRGINIA)
COUNTY OF HANOVER)

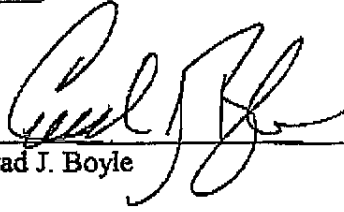
The foregoing instrument was acknowledged before me this 27th day of January, 2000, by J. THOMAS O'BRIEN, JR., who is personally known to me or who has produced a driver's license as identification and who did take an oath.


Notary Public - State of Virginia
My Commission Expires: 12/31/2005
Commission Number:



I, Conrad J. Boyle, hereby accept the designation of Registered Agent for service of process upon MDC WESTGATE CORP., a corporation within the State of Florida, pursuant to Florida Statutes 607.0501. I am familiar with and accept the obligations of that position.

DATED this 28th day of JAN., 2000.


Conrad J. Boyle

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 28 PM 12:42