

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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900 management corp

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*****78.75 *****78.75

☒	Art of Inc. File	FILED 00 MAY 19 PM 2:55 SECRETARY OF STATE TALLAHASSEE, FLORIDA
☐	LTD Partnership File	
☐	Foreign Corp. File	
☐	L.C. File	
☐	Fictitious Name File	
☐	Trade/Service Mark	
☐	Merger File	
☐	Art. of Amend. File	
☐	RA Resignation	
☐	Dissolution / Withdrawal	
☐	Annual Report / Reinstatement	RECEIVED 00 MAY -9 AM 11:22 TALLAHASSEE, FLORIDA
☒	Cert. Copy	
☐	Photo Copy	
☐	Certificate of Good Standing	
☐	Certificate of Status	
☐	Certificate of Fictitious Name	
☐	Corp Record Search	
☐	Officer Search	
☐	Fictitious Search	
☐	Fictitious Owner Search	
☐	Vehicle Search	SMITH MAY 17 2000
☐	Driving Record	
☐	UCC 1 or 3 File	
☐	UCC 11 Search	
☐	UCC 11 Retrieval	3-12170
☐	Courier	

Signature _____

Requested by: LS 5/9/00 10:24
Name Date Time

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 9, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32302

SUBJECT: 900 MANAGEMENT CORP.
Ref. Number: W00000012170

We have received your document for 900 MANAGEMENT CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 300A00025833

Corrected

RECEIVED
00 MAY 17 PM 1:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
900 MANAGEMENT CORP.**

FILED
00 MAY 19 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby files these articles of Incorporation of **900 MANAGEMENT CORP.**, a corporation under the laws of the State of Florida.

**ARTICLE I
Name and Principal Office**

The name of this Corporation shall be **900 MANAGEMENT CORP.** The principal place of business and mailing address of this Corporation shall be 4960 S.W. 72nd Avenue, Miami, Florida 33155.

**ARTICLE II
Purpose and Nature of Business**

The sole purpose for which the Corporation is formed is to act as the General Partner of 900 West 49th Street Limited, a Florida limited partnership (the "Company"), and to engage in any activity and to exercise any powers permitted to corporations under the laws of the State of Florida that are incident, necessary, and appropriate to accomplish the foregoing purpose.

**ARTICLE III
Stock**

The authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value.

ARTICLE IV Powers

Notwithstanding any other provision of these Articles of Incorporation and any provision of law that so empowers the Corporation, as long as the Mortgage and Security Agreement (the "Mortgage"), that the Company intends to execute and deliver to GMAC Commercial Mortgage Corporation (the "Lender"), which Mortgage shall encumber the company's property in Hialeah, Miami-Dade County, Florida, and commonly known as 900 West 49th Street Office Building (the "Project"), remains outstanding, the corporation shall not, without the Lender's prior written consent, do any of the following:

- (i) engage in any business or activity other than the business described in Article II hereof and activities incidental thereto;
- (ii) acquire or own any substantial assets other than an ownership interest in the Project;
- (iii) merge into or consolidate with any person or entity;
- (iv) dissolve, terminate, or liquidate in whole or in part;
- (v) transfer, sell or otherwise dispose of all or substantially all of its assets;
- (vi) change its legal structure;
- (vii) fail to preserve its existence as an entity duly organized, validly existing, and in good standing under the laws of the State of Florida;

(viii) amend or modify these Articles of Incorporation or in its capacity as general partner of the Company consent to the amending of the Company's limited partnership agreement;

(ix) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than trade payables and usual and customary expenses incurred in the ordinary course of its business of serving as the Company's general partner;

(x) file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any laws or statutes relating to insolvency, bankruptcy, liquidation, or reorganization, or, make an assignment for the benefit of creditors; or

(xi) withdraw or resign as general partner of the Company.

ARTICLE V Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

L. Richard Mattaway
4960 S.W. 72nd Avenue
Miami, Florida 33155

ARTICLE VI Term of Corporate Existence

This Corporation shall exist perpetually or until it is dissolved according to the provisions of Florida law.

ARTICLE VII
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 4960 S.W. 72nd Avenue, Miami, Florida 33155. The name of the initial Registered Agent of the Corporation at the above address shall be L. Richard Mattaway. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII
Separateness Covenants

So long as the Mortgage from the Company to the Lender remains outstanding, the Corporation agrees that it will:

- (i) maintain its books, records and accounts separate from any other person or entity;
- (ii) not co-mingle its assets with the assets of any other person or entity, and shall maintain arm's length with affiliate;
- (iii) conduct its own business in its own name;
- (iv) maintain separate financial statements;
- (v) pay its own liabilities out of its own funds;
- (vi) observe all corporate formalities including, but not limited to, maintaining minutes and other usual and customary corporate records;
- (vii) pay the salaries of its own employees and maintain a sufficient number of employees to transact its business operations;

- (viii) not guarantee or become obligated for the debts of any other person or entity nor hold out its credit as being available to satisfy the obligations of others;
- (ix) not acquire obligations or securities of its shareholders;
- (x) allocate fairly and reasonably any overhead for shared office space;
- (xi) use separate stationary, invoices and checks for its own business;
- (xii) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (xiii) hold itself out as a separate entity and, if necessary correct any known misunderstanding regarding its separate entity; and
- (xiv) maintain adequate capital in light of its contemplated business operation.

ARTICLE IX

Initial Board of Directors

The Corporation shall have at least one (1) and no more than three (3) directors. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the shareholders, and thereafter until any successors are elected, are as follows:

<u>Name</u>	<u>Address</u>
<u>L. Richard Mattaway</u>	<u>4960 S.W. 72nd Avenue, Miami, Florida 33155</u>
<u>Brandon Lurie</u>	<u>4960 S.W. 72nd Avenue, Miami, Florida 33155</u>

The Board of Directors shall consider the interests of its creditors in making corporate decisions.

ARTICLE X Officers

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

<u>Name/Office</u>	<u>Address</u>
<u>L. Richard Mattaway, President</u>	<u>4960 S.W. 72nd Avenue, Miami, Florida 33155</u>
<u>Brandon Lurie, Secretary/Treasurer</u>	<u>4960 S.W. 72nd Avenue, Miami, Florida 33155</u>

ARTICLE XI Amendment

For as long as the Mortgage is outstanding, these Articles of Incorporation shall not be amended unless such amendment(s) has been unanimously approved by the Corporation's Board of Directors and unless such amendment(s) has been approved by the Lender.

ARTICLE XII Indemnification

The Corporation may indemnify any director or officer made a party or threatened to be made a party to any pending or completed action, suit or proceeding:

(i) whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or in the right of the Corporation 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 as director, officer, employee or agent of the Corporation;

(ii) against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful.

The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify its officers, directors, agents and employees under any applicable law.

IN WITNESS WHEREOF, the undersigned, have duly adopted and executed these Articles of Incorporation on this the 3rd day of May, 2000.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.



L. RICHARD MATTAWAY
Incorporator/Registered Agent

FILED
00 MAY 17 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA