

P000000086885

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.

((H00000048478 2)))

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 : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 483-7321

FILED
00 SEP 13 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

HIALEAH PROMENADE G.P., INC.

Certificate of Status	0
Certified Copy	0
Page Count	0406
Estimated Charge	\$70.00

Fax Audit Number: H00000048478 2

FILED
00 SEP 13 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HIALEAH PROMENADE G.P., INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I.

The name and initial address of this Corporation shall be: **HIALEAH PROMENADE G.P., INC.**, 209 Phipps Plaza, Palm Beach, Florida 33480, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II.

The purpose of the Corporation shall be limited to serving as the general partner of Hialeah Promenade, A California Limited Partnership (the "Property Owner"), and owning, managing and leasing the property commonly known as the Westland Promenade Center (the "Property") and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as general partner of the Partnership for (i) the mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Lehman Brothers Holdings, Inc. (or its subsidiaries or affiliates) and its successors and assigns with respect to the Indebtedness ("Lender") and (ii) trade payables incurred in the ordinary course of business.

ARTICLE III.

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$0.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

Fax Audit Number: H00000048478 2

Fax Audit Number: H00000048478 2

ARTICLE IV.

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V.

The initial registered office of this Corporation is 209 Phipps Plaza, Palm Beach, Florida 33480. The initial registered agent at that address is Brian D. Kosoy.

ARTICLE VI.

The Corporation shall have three (3) directors initially. The names and addresses of the first directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Brian D. Kosoy	209 Phipps Plaza, Palm Beach, Florida 33480
A. David Kosoy	209 Phipps Plaza, Palm Beach, Florida 33480
David Sheeva	209 Phipps Plaza, Palm Beach, Florida 33480

ARTICLE VII.

The name and address of the Incorporator is: Brian D. Kosoy, 209 Phipps Plaza, Palm Beach, Florida 33480.

ARTICLE VIII.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

Fax Audit Number: H00000048478 2

Fax Audit Number: H00000048478 2

ARTICLE IX.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law; provided, however, that any and all Corporation obligations to indemnify its officers and directors shall not constitute a claim against the Corporation, as long as the indebtedness is outstanding.

ARTICLE XI.

The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors is required to take, or to cause the Property Owner to take, any of the following actions:

- (a) causing the Corporation or the Property Owner to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation or the Property Owner under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation or the Property Owner adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Property Owner;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or the Property Owner of its debts under any federal or state law relating to bankruptcy;
- (f) seeking or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Property Owner or a substantial portion of the properties of the Corporation or the Property Owner;
- (g) making any assignment for the benefit of the Corporation's or the Property Owner's creditors; or
- (h) taking any action or causing the Corporation or the Property Owner to take any action in furtherance of any of the foregoing.

Fax Audit Number: H00000048478 2

Fax Audit Number: H00000048478 2

2. For so long as the Indebtedness is outstanding, the Corporation shall not, without the prior written consent of the Lender:

- (a) amend its Articles of Incorporation or permit the Property Owner to amend its partnership agreement;
- (b) engage in any business activity other than as set forth in Article II;
- (c) withdraw as a general partner of the Property Owner;
- (d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's or cause the Property Owner to dissolve, liquidate, consolidate, merge, or sell all or substantially all of its assets; or
- (e) transfer its interest or a portion thereof in the Property Owner, except as expressly permitted under the loan documents executed in connection with the Indebtedness.

3. The Corporation shall, and the Corporation shall require the Property Owner to:

- (a) not commingle its assets with those of any other entity and hold its assets in its own name;
- (b) conduct its own business in its own name;
- (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- (d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
- (e) pay its own liabilities out of its own funds;
- (f) maintain adequate capital in light of contemplated business operations;
- (g) observe all corporate or other organizational formalities;
- (h) maintain 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 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 obligations of others;
- (k) not acquire obligations or securities of affiliates or shareholders;
- (l) not make loans to any other person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices, and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

4. The Board of Directors is to consider the interests of the Corporation's creditors and the Property Owner's creditors in connection with all corporate actions.

Fax Audit Number: H00000048478 2

Fax Audit Number: H00000048478 2

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 13th day of September, 2000.


Brian D. Kosoy, Incorporator

Fax Audit Number: H00000048478 2

Fax Audit Number: H00000048478 2

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

FIRST -- That HIALEAH PROMENADE G.P., INC., desiring to organize under the laws of the State of Florida, has designated 209 Phipps Plaza, Palm Beach, Florida 33480, as the place of business for the service of process within this state.

SECOND -- That the above corporation has named Brian D. Kosoy as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 13th day of September, 2000.


Brian D. Kosoy
Registered Agent

FILED
00 SEP 13 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit Number: H00000048478 2