

Division of Corporations

Page 1 of 1

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**FLORIDA PROFIT CORPORATION OR P.A.**

**ACP 1110 BRICKELL CORP.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION**  
**OF**  
**ACP 1110 BRICKELL CORP.**

The undersigned, acting as incorporator of ACP 1110 BRICKELL CORP. (the "Corporation"), pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the Corporation is:

**ACP 1110 BRICKELL CORP.**

**ARTICLE II. ADDRESS**

The principal place of business and mailing address of the Corporation shall be c/o 701 Brickell Avenue, Suite 3000, Miami, FL 33131.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The Corporation's business and purpose shall consist solely of the following:

- (i) To acquire a membership interest in and act as the Manager of ACP 1110 Brickell LLC (the "LLC"), which shall acquire a membership interest in and act as the managing member of 1110 Brickell Investors LLC (the "Borrower"), which Borrower shall be engaged solely in the ownership, operation and management of the real estate project located at 1110 Brickell Avenue (a/k/a 1100 Brickell Avenue), Miami, Florida (the "Property"), all pursuant to and in accordance with these Articles of Incorporation, the LLC's Articles of Organization and the Borrower's Articles of Organization; and
- (ii) to engage in such other lawful activities permitted to corporations by the Florida Business Corporation Act as are incidental, necessary or appropriate to the foregoing.

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#### **ARTICLE V. LIMITATIONS**

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the board of directors of the Corporation, do any of the following:

- (i) engage in any business or activity other than those set forth in Article IV or cause or allow the LLC to engage in any business or activity other than as set forth in its Articles of Organization;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property (the "Mortgage"), indebtedness permitted thereunder and normal trade accounts payable in the ordinary course of business;
- (iii) cause the LLC to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;
- (iv) dissolve or liquidate, in whole or in part;
- (v) cause or consent to the dissolution or liquidation, in whole or in part, of the LLC;
- (vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (vii) cause the LLC to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;
- (viii) with respect to the Corporation or the LLC, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or the LLC or a substantial part of property of the Corporation or the LLC, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; amend Articles IV, V and VI of these

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Articles of Incorporation or approve an amendment to Articles V, VI and VII of the Articles of Organization governing the LLC; or

- (ix) withdraw as a member of the LLC.
- (x) In addition to the foregoing, so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Corporation shall not, without the written consent of the holder of the Mortgage, take any action set forth in items (i) through (vii) and items (ix) and (x).

**ARTICLE VI. SEPARATENESS/OPERATIONS MATTERS**

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

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### **ARTICLE VII. AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

### **ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

### **ARTICLE IX. INCORPORATOR**

The name and street address of the incorporator is:

Stuart K. Hoffman  
701 Brickell Avenue  
Suite 3000  
Miami, FL 33131

The incorporator of the Corporation assigns to this Corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

### **ARTICLE X. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 29 day of September, 2000.



Stuart K. Hoffman, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE 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:

That ACP 1110 BRICKELL CORP., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, State of Florida, has named Intrastate Registered Agent Corporation, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

**INTRASTATE REGISTERED AGENT  
CORPORATION**

By: 

Name: Steven R. Hagen  
Title: Vice President

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