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HENRY P. TRAWICK, P.A.
P.O. Box 4019
Sarasota, Florida 34230
941 366-0660

FILED
OCT 4 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION TRANSMITTAL:

Re: Clover Realty Management, Inc. Date: October 3, 2000

Enclosed are the original and copy of proposed articles of incorporation with our check for your fees computed as:

Filing fee	\$ 35.00
Certified Copy	\$ 8.75
Registered agent	\$ 35.00

Please certify the copy and return it to us.

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

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

HPT/jam

F. CHESSER OCT 5 2000

CLOVER REALTY MANAGEMENT, INC.
ARTICLES OF INCORPORATION

BY THESE ARTICLES the incorporator forms a corporation under the Business Corporations Act:

1. NAME. The name of this corporation is CLOVER REALTY MANAGEMENT, INC.
2. PRINCIPAL OFFICE. The address of the principal office of this corporation is 1717 Tenth Way, Sarasota, Florida 34236 and its mailing address is the same.
3. CAPITAL STOCK. This corporation is authorized to issue one class of common stock comprising 1,000 shares of common stock with a par value of \$10.00 and unlimited voting rights that are entitled to receive the net assets of the corporation on dissolution.
4. REGISTERED AGENT. The initial registered agent for the corporation is G. David Walters and the initial registered office is located at 1717 Tenth Way, Sarasota, Florida 34236.
5. INCORPORATOR. The name and street address of the incorporator is Julie A. Mullet, 2033 Wood Street, Suite 218, Sarasota, Florida 34236.
6. PURPOSE. The sole purpose of the business for which the corporation is organized is to manage the property known as the Riverside Medical Center in Bradenton, Manatee County, Florida, herein called the property, acquired by T W Riverside LLC, herein called the company and to exercise all of its corporate powers for this purpose.
7. LIMITATION ON ACTS. So long as the loan granted by State Street Bank & Trust Company, as Trustee for Credit Suisse First Boston Mortgage Securities Corp. Commercial Mortgage Pass-Through Certificates series 1998-C1, herein called the mortgage debt, is not fully paid, the corporation shall not cause T W Riverside LLC, hereinafter called the company, to:

- (a) Incur any debt except in an amount necessary to acquire, operate and maintain the property..
- (b) Incur, assume or guarantee any other debt.
- (c) Dissolve, liquidate, consolidate, merge with or into any other entity, convey or transfer

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substantially all of its properties and assets to any other entity or transfer any of its beneficial interests to any entity.

- (d) Voluntarily begin a proceeding with respect to the company as debtor under the federal bankruptcy code or any similar federal or State statute without the unanimous consent of the board of directors.
- (e) Make any material amendment to the articles of organization of the company without the approval of the person holding the mortgage debt.
- (f) Cause the company to liquidate.

This corporation shall:

- (a) Not voluntarily begin a proceeding with respect to itself as debtor under the federal bankruptcy code or any similar federal or State statute without the unanimous consent of its board of directors.
- (b) Make any material amendment to this certificate of incorporation or to the bylaws of the corporation without first obtaining approval of the person holding the mortgage debt.

8. INDEMNIFICATION. If this corporation indemnifies its officers and directors concerning any claim or demand by or against this corporation or the company, the indemnification shall be subordinate to the obligations concerning the property and the mortgage debt.

9. SEPARATE COVENANT. As long as the mortgage debt is not fully paid and to preserve this corporation's separate and distinct identity, the corporation shall:

- (a) Establish and maintain an office through which its business is conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
- (b) Maintain corporate records and books of account separate from those of its parents and any affiliate.

- (c) Hold appropriate meetings of the board of directors or act by unanimous written consent to authorize all corporate action.
- (d) Observe all corporate formalities.
- (e) Not commingle assets with those of its parent and any affiliate.
- (f) Conduct its own business in its own name.
- (g) Maintain financial statements separate from its parent and any affiliate.
- (h) Pay any liabilities out of its own funds, including salaries of any employees, and not out of funds of its parent or any affiliate.
- (i) Maintain an arms length relationship with any parent or affiliate.
- (j) Not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations of others.
- (k) Use stationary, invoices and checks separate from its parent and any affiliate.
- (l) Not pledge its assets for the benefit of any other entity, including its parent and any affiliate.
- (m) Hold itself out as an entity separate from its parent and any affiliate.

The term affiliate means any persons controlling or controlled by or under common control with the parent, including without limitation (1) any person who has a familial relationship by blood, marriage or otherwise with any officer, director or employee of the corporation, its parent or any affiliate and (2) any person who receives compensation for administrative, legal or accounting services from the corporation, its parent or any affiliate. Control means the power to direct the management and policies of a person, directly or indirectly whether through the ownership of voting securities, by contract or otherwise and the terms controlling and controlled have meanings co-relative to the foregoing. Person means any natural person, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any

beneficiary), unincorporated organization, governmental entity or any agency or political subdivision of the governmental entity.

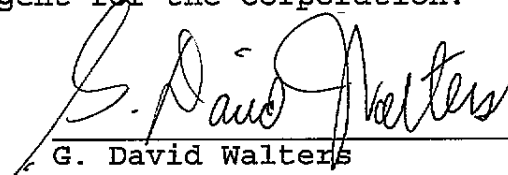
10. VOTING. In voting on matters concerning the company, notwithstanding that the company is not then insolvent, the directors and stockholders of the corporation shall take into account the interest of the company's creditors, as well as those of its members.

DATED on September 21, 2000.


Julie A. Mullet

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN APPOINTED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the appointment. The undersigned is familiar with, and accepts, the obligations of registered agent for the corporation.


G. David Walters

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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