



THE UNITED STATES  
CORPORATION  
COMPANY

P0000099478

FILED

00 OCT 23 AM 11:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 871921 80398A

AUTHORIZATION : Patricia Pajaro

COST LIMIT : \$ 78.75

EFFECTIVE DATE

10/20/00

ORDER DATE : October 23, 2000

ORDER TIME : 10:05 AM

ORDER NO. : 871921-005

CUSTOMER NO: 80398A

CUSTOMER: Ms. Michelle Nicola  
Siesky, Pilon & Wood

Suite 201, the Fairway Bldg  
1000 Tamiami Trail North  
Naples, FL 34102

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DOMESTIC FILING

NAME: AJS CORP. OF FT. MYERS, INC.

700003434887--3

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

R 10/23/00

ARTICLES OF INCORPORATION  
OF

**AJS CORP. OF FT. MYERS, INC.**

FILED  
00 OCT 23 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10/20/00

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

Name

The name of the corporation is **AJS CORP. OF FT. MYERS, INC.**

**ARTICLE II**

Duration

The Corporation is to exist perpetually commencing on the date of execution of these Articles of Incorporation.

**ARTICLE III**

Purpose

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

(i) To acquire a membership interest in and act as a managing member of **Circuit City of Ft. Myers, LLC**, a Florida limited liability company (the "LLC"), which is engaged solely in the ownership, operation and management of the real estate project known as Circuit City Plaza located in Fort Myers, Florida, (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the LLC's Articles of Organization; and

(ii) To engage in such other lawful activities permitted to corporations by the Florida General Corporation Act, Florida Statutes, Section 607, as are incidental, necessary or appropriate to the foregoing.

#### **ARTICLE IV**

##### **Capital Stock**

The corporation is authorized to issue Ten Thousand (10,000) shares all of one class, at \$1.00 par value common stock.

#### **ARTICLE V**

##### **Initial Registered Office and Registered Agent**

The name and address of the initial registered agent and office of this corporation is as follows:

DOUGLAS A. WOOD, ESQ.  
SIESKY, PILON & WOOD  
1000 North Tamiami Trail  
Suite 201  
Naples, Florida 34102

The initial street address of the principal office of the corporation in the State of Florida will be: 2930 Immokalee Road, Suite 4, Naples, Florida 34110.

#### **ARTICLE VI**

##### **Initial Board of Directors**

The initial Board of Directors shall consist of one Director(s) initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The name and address of the initial directors of this corporation are:

Andrew J. Saluan

2930 Immokalee Road, Suite 4, Naples, FL 34110

## **ARTICLE VII**

### **Incorporators**

The name and address of the person signing these Articles of Incorporation is:

DOUGLAS A. WOOD, ESQ.  
SIESKY, PILON & WOOD  
1000 North Tamiami Trail  
Suite 201  
Naples, Florida 34102

## **ARTICLE VIII**

### **Limitations**

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

- (i) Engage in any business activity other than those set forth in Article I 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 acquisition 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 of the corporation;
- (v) Cause or consent to the dissolution or liquidation, in whole or in part, of the
- (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 I, VIII, or IX of these Articles of Incorporation or approve an amendment to the Articles of Organization governing the LLC;

(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 IX**

### **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.

IN WITNESS WHEREOF, I have subscribed my name this 20 day of October, 2000.

  
DOUGLAS A. WOOD, ESQ.

STATE OF FLORIDA  
COUNTY OF COLLIER


I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **Douglas A. Wood, Esq.**, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the county and state last aforesaid this 20<sup>th</sup> day of October, 2000.

(SEAL)



Michelle S. Nicola  
MY COMMISSION # CC754037 EXPIRES  
June 24, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public - State of Florida  
Michelle S. Nicola  
(Print Commissioned Name of Notary Public)  
Did    Did Not    Take An Oath  
Personally Known    OR Produced Identification     
Type of Identification Produced

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

FILED

00 OCT 23 AM 11:33


SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **AJS CORP. OF FT. MYERS, INC.**
2. The name of the registered agent is Douglas A. Wood, Esq.
3. The address of the registered agent/registered office is Siesky, Pilon & Wood, 1000 North Tamiami Trail, Suite 201, Naples, Florida 34102.

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
DOUGLAS A. WOOD, ESQ.  
Registered Agent

Date: October 20, 2000.