

P01000016254



THE UNITED STATES
CORPORATION
C O M P A N Y

P.O. Box 5828
Tallahassee, FL 32314
(800) 342-8086

(Requestor's Name)

1201 Hays Street

(Address)

Tallahassee, FL 32301 222-9171

(City, State, Zip)

(Phone #)

CIS Contact: Cindy Harris

Account No.: 072100000032

Reference : Global/Surrender/Holley

Authorization:

Cost Limit : \$ PPD

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Global Building-Williamsburg Corporation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

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-02/13/01-01027-018

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

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

DIVISION OF CORPORATE

01 FEB 13 AM 10:00

RECEIVED

2/13/01

FILED
2001 FEB 13 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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2001 FEB 13 PM 12:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
GLOBAL BUILDING-WILLIAMSBURG CORPORATION**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GLOBAL BUILDING-WILLIAMSBURG CORPORATION

The address of the principal office of this corporation shall be:

1031 West Morse Boulevard
Suite 333
Winter Park, Florida 32789

and the mailing address of the corporation shall be the same.

ARTICLE II. PURPOSE

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

(i) to acquire a general partnership interest in and act as the general partner of **WILLIAMSBURG DOWNS S.C., LTD.** (the "Partnership"), which is engaged solely in the ownership, operation and management of the real estate project known as Williamsburg Downs located in Orange County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Williamsburg Downs S.C., Ltd.'s Limited Partnership Agreement; and

(ii) to engage in such other lawful activities permitted to corporations by Chapter 607 of the Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE III. 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, do any of the following:

(i) engage in any business or activity other than those set forth in Article II or cause or allow the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement;

(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") and normal trade accounts payable in the ordinary course of business;

(iii) cause the Partnership 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 Partnership;

(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 Partnership 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 Partnership, 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 Partnership or a substantial part of property of the Corporation or the Partnership, 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;

(ix) amend, alter or modify Articles II, III or IV of the Articles of Incorporation of the corporation or approve an amendment of the Partnership Agreement governing the Partnership; or

(x) withdraw as general partner of the Partnership.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (i) through (vii) and items (ix) and (x).

ARTICLE IV. DUTIES

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 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.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE VI. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be, 1031 West Morse Boulevard, Suite 160, Winter Park, Florida, 32789, and the name of the initial registered agent of the corporation at that address is Swann & Hadley, P.A.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. OFFICERS AND DIRECTORS

The names and addresses of the initial Officers and Directors are:

Robert M. Winslow 1031 W. Morse Blvd. Suite 333 Winter Park, FL 32789	President/ Secretary/Director
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E. Kim Evans 1031 W. Morse Blvd. Suite 333 Winter Park, FL 32789	Vice President/Director
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ARTICLE IX. SPECIAL PROVISION


This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

E. Kim Evans
1031 W. Morse Blvd., Suite 333
Winter Park, FL 32789

IN WITNESS WHEREOF, the undersigned being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certifies that the facts herein stated are true, and accordingly, has hereunto set his hand and seal this 12th day of February, 2001.



E. Kim Evans

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 12th day of February, 2001, by E. Kim Evans, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

(Sign) Janice S. Tidwell

(Print) _____
STATE OF FLORIDA AT LARGE (SEAL)
MY COMMISSION EXPIRES:
COMMISSION NO. _____



**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

Swann & Hadley, P.A., having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505, Florida Statutes.

SWANN & HADLEY, P.A.

By: Ralph V. Hadley, III
Ralph V. Hadley, III

FILED
2001 FEB 13 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA