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FLORIDA PROFIT CORPORATION OR P.A.

CLONTS FARMS METRIC, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
CLONTS FARMS METRIC, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be **CLONTS FARMS METRIC, INC.** The principal office of the Corporation shall be located at 2702 Lust Road, Apopka, Florida 32703, unless and until changed by resolution of the Board of Directors.

ARTICLE II

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida, however, it is the intention of the Corporation to make a Qualified Subchapter S Subsidiary Election pursuant to Internal Revenue Code Section 1361 (b) (3) (B) (ii) and the Corporation shall take any and all action necessary to comply with all of the requirements of the Internal Revenue Service for making said election.

ARTICLE III

The authorized capital stock of the Corporation shall consist of 2,000 (Two thousand and no/100) shares of Common Stock with a par value of \$1.00 (One and no/100 Dollar).

The initial shares of capital stock of the Corporation shall be issued to:

<u>NAME</u>	<u>SHARES</u>
CLONTS FARMS, INC.	1,000

for such consideration as may be determined by the Board of Directors.

ARTICLE IV

The name and street address of the Incorporator of this Corporation is as follows:

W. REX CLONTS, JR.
2702 Lust Road
Apopka, Florida 32703

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ARTICLE V

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

The name and address of the Registered Office and Registered Agent of the Corporation in the State of Florida shall be W. REX CLONTS, JR., 2702 Lust Road, Apopka, Florida 32703. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

ARTICLE VII

The Corporation shall have two (2) Directors initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Directors of this Corporation are:

W. REX CLONTS, JR.
2702 Lust Road
Apopka, Florida 32703

C. LEE CLONTS
2702 Lust Road
Apopka, Florida 32703

ARTICLE VIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX

1. Notwithstanding anything to the contrary contained herein, the purpose for which the Corporation is organized is limited solely to (A) owning, holding, selling, leasing, transferring, exchanging, operating and managing the premises located at 4515 Metric Drive, Orlando, Florida 32792 (the "Mortgaged Premises"); (B) entering into a Note and Mortgage Assumption Agreement (the "Assumption Agreement") with State Street Bank and Trust Company, as Trustee for the Registered Holders of Chase Commercial Mortgage Securities Corp., Commercial Mortgage Pass-Through Certificates, Series 2000-1 (the "Trust", together with its successors and/or assigns the "Lender"); (C) refinancing the Mortgaged Premises in connection with a permitted repayment of that certain loan in the original principal sum of \$2,439,000.00 (the "Loan") currently held by the Trust; and (D) transacting any and all lawful business for which a Corporation may be organized under Florida Statutes that is incident, necessary and appropriate to accomplish the foregoing.

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2. The Corporation's ability to incur indebtedness other than the Loan is limited to incurring liabilities in the ordinary course of its business that are related to the ownership and operation of the Mortgaged Premises.

3. The Corporation is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets for so long as the Loan is outstanding.

4. The Corporation's ability to enter into transactions with affiliates is limited only to transactions on an arm's length basis and on commercially reasonable terms.

5. No transfer of any direct or indirect ownership interest in the Corporation may be made unless such transfer is consented to by Lender if such consent is required by the documents evidencing or securing the Loan (collectively, the "Loan Documents"). Lender may condition its consent upon the delivery of an acceptable non-consolidation opinion to the holder of the Loan and to any applicable rating agency concerning, as applicable, the Corporation, the new transferee and/or their respective owners.

6. The Corporation covenants at all times:

- a. To maintain books and records separate from any other person or entity;
- b. To maintain its bank accounts separate from any other person or entity;
- c. Not to commingle its assets with those of any other person or entity and to hold all of its assets in its own name;
- d. To conduct its own business in its own name;
- e. To maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- f. To pay its own liabilities and expenses only out of its own funds;
- g. To observe all corporate and other organizational formalities;
- h. To maintain an arm's length relationship with its affiliates and to enter into transactions with affiliates only on a commercially reasonable basis;
- i. To pay the salaries of its own employees from its own funds;

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- j. To maintain a sufficient number of employees in light of its contemplated business operations;
- k. Not to guarantee or become obligated for the debts of any other entity or person;
- l. Not to hold out its credit as being available to satisfy the obligations of any other person or entity;
- m. Not to acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
- n. Not to make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment-grade securities);
- o. To allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
- p. To use separate stationery, invoices, and checks bearing its own name;
- q. Not to pledge its assets for the benefit of any other person or entity;
- r. To hold itself out as a separate identity;
- s. To correct any known misunderstanding regarding its separate identity;
- t. Not to identify itself as a division of any other person or entity; and
- u. To maintain adequate capital in light of its contemplated business operations.

7. Notwithstanding anything contained in this or any other organizational document to the contrary, any obligation which the Corporation may owe to any of its officers, directors, partners, members, shareholders or affiliates (collectively, "Interested Parties"), whether characterized as a salary, fee or indemnification, shall not constitute a claim against the Corporation until, and shall be subject to and fully subordinate to, the prior payment in full of the Loan, provided however, so long as no default or event of default exists under the Loan Documents to the extent the Corporation has cash flow or other available liquid assets (exclusive of any of reserve accounts to be maintained under the Loan Documents) in excess of the amount necessary to make current payments of principal and interest due under the Loan Documents, the Corporation may pay when due (without any acceleration caused by the Corporation) the scheduled obligations due to the Interested Parties of the Corporation.

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8. The Corporation is prohibited from amending the provisions specified in Article IX - Paragraphs 1-8 without approval of such amendment by the Lender. Lender may condition its approval on obtaining, at the Corporation's cost and expense, a confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating.

ARTICLE X

1. The unanimous consent of all of the directors is required for the Corporation to:

- a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally;
- b. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of its properties;
- c. Make any assignment for the benefit of the Corporation's creditors; or
- d. Take any action in furtherance of any of the foregoing.

2. The Corporation is prohibited from amending the provisions specified in Article X - Paragraphs 1 - 2 without approval of such amendment by the Lender. Lender may condition its approval on obtaining, at the Corporation's cost and expense, a confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and Seal this 15th day of May, 2001.



W. REX CLONTS, JR.
Incorporator

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**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **W. REX CLONTS, JR.**, to me well known, and known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes there set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 18th day of May, 2001.



Notary Public

Printed Name:

Commission No. / Expiration:



Charlie S. Martin
MY COMMISSION # CC715558 EXPIRES
February 10, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

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ACCEPTANCE OF REGISTERED AGENT

In compliance with Sections 48.091 and 607.051, Florida Statutes, the following is submitted:

Having been named to accept service of process for **CLONTS FARMS METRIC, INC.** at the place designated for this purpose in its Articles of Incorporation, **W. REX CLONTS, JR.** agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 Florida Statutes, relative to keeping open such office.



W. REX CLONTS, JR.

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