

# P010000062500

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Tallahassee Student Properties, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call If Problem	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Will Wait	<input type="checkbox"/> Pick Up	<input checked="" type="checkbox"/> Mail Out

NOT REPLIED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

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Order#: 4597051

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Ref#:

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Amount: \$

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

J. BRYAN JUN 22 2001

ARTICLES OF INCORPORATION  
OF  
TALLAHASSEE STUDENT PROPERTIES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the Corporation is Tallahassee Student Properties, Inc.

SECOND: The street address of the initial principal office of the Corporation is 1124 Alachua Avenue, Tallahassee, Florida 32308.

THIRD: The street address of the initial registered office of the Corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FOURTH: The nature of the business and of the purpose to be conducted and promoted by the Corporation is to engage solely in the activity of acting as the manager of a DBS Holdings, LLC, a Florida limited liability company whose sole purpose is to acquire from Lakeside Properties, L.C., a Florida limited liability company (Parcel I and II) and Cumberland Forest Apartments, LLC, a Florida limited liability company (Parcel III) three certain parcels of real property, together with all improvements located thereon, in the City of Tallahassee, State of Florida (collectively, the "Properties") to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Properties. The Corporation shall exercise all powers enumerated in the General Corporation Law of Florida necessary or convenient to the conduct, promotion or attainment of the aforementioned business or purposes otherwise set forth herein.

FIFTH: Certain Prohibited Activities. The Corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Properties. For so long as any mortgage lien in favor of First Union National Bank, or its successors or assigns (the "First Mortgage") exists on any portion of the Properties, the Corporation shall not cause the limited liability company to incur, assume or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Properties, the Corporation shall not and shall not cause the limited liability company to dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties an assets substantially as an entirety or transfer any of its beneficial interest to any entity. For so long as the First Mortgage exists on any portion of the Properties, the Corporation shall not voluntarily commence a case with respect to itself or cause the limited liability company to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all of the board of directors. For so long as the First Mortgage exists on any portion of the Properties, without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Properties, no material amendment to this certificate of incorporation or to the Corporation's bylaws nor to the articles of incorporation may be made

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without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Properties.

SIXTH: The number of shares the Corporation is authorized to issue is one thousand (1,000).

SEVENTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
W J Zaricor	120 S Central Avenue Clayton, MO 63105

EIGHTH: The names and addresses of the persons who are to serve as initial directors are:

<u>Name</u>	<u>Address</u>
Hurley Booth, Jr.	1124 Alachua Avenue Tallahassee, FL 32308
Don Spears	312 West South Benton, AR 72104
John Dawson	1725 Mount Holly Road Camden, AR 71701

NINTH: The number of directors constituting the Board of Directors shall be provided in the Bylaws of the Corporation. The Board of Directors shall have all those powers and duties enumerated in the Florida Business Corporation Act.

TENTH: The President and Secretary of the Corporation shall have the authority on behalf of the Corporation to enter into any contract between the Corporation and all of its shareholders (a) imposing restrictions on the future transfer (whether inter vivos, by inheritance or testamentary gift), hypothecation or other disposition of its shares; (b) granting purchase options to the corporation or its shareholders; or (c) requiring the corporation or its shareholders to purchase such shares upon stated contingencies. In addition, any and all of such restrictions, options or requirements may be imposed on all shares of the corporation, issued and unissued, upon the unanimous resolution of the Board of Directors and the consent of all stockholders as of the date of the Board's resolution.

ELEVENTH: For so long as the First Mortgage exists on any portion of the Properties, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

- a. It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any of its members or affiliates and shall allocate fairly and reasonably any overhead for shared office space.
- b. It shall maintain corporate records and books of account separate from those of any member or affiliate.
- c. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.
- d. It shall observe all corporate formalities.
- e. It shall not commingle assets with those of its parent and any affiliate.
- f. It shall conduct its own business in its own name.
- g. It shall maintain financial statements separate from its parent and any affiliate.
- h. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
- i. It shall maintain an arm's length relationship with its parent and any affiliate.
- j. It shall 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. It shall use stationary, invoices and checks separate from its parent and any affiliate.
- l. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.
- m. It shall hold itself out as an entity separate from its parent and any affiliate.
- n. For the purpose of this Paragraph Eleventh, the following terms shall have the following meanings:
  - i. "Affiliate" means any person controlling or controlled by or under common control with the parent including, without limitation (a) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, its parent, or any affiliate thereof and (b) any person which receives compensation for administrative, legal or accounting services from this Corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the

management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

- ii. "Parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.
- iii. "Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof) unincorporated organization, or government of any agency or political subdivision thereof.

TWELFTH: (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed actions, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suite or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expense (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper

- (c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) or (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.
- (d) Any indemnification under subsections (a) or (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standards of conduct set forth in subsections (a) or (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suite or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.
- (e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.
- (f) The indemnification provided by this Article shall not be deemed exclusive or any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholder or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- (g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.
- (h) The powers and duties of the Corporation to indemnify any person under this Article shall apply with equal force whether an action, suit, or proceeding is threatened or commenced in this State or outside this State.

Any indemnification of the corporation's directors and officers shall be fully subordinated to any obligations respecting the limited liability company or the Properties (including, without limitation, the First Mortgage) and such indemnification shall not

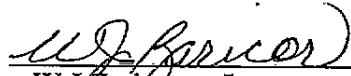
constitute a claim against the limited liability company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

THIRTEENTH: No member of the Board of Directors shall be liable to the Corporation or the stockholder of the Corporation for any monetary damages for breach of his duty as a director.

FOURTEENTH: Unless the Bylaws of the Corporation otherwise provide for a greater number, a quorum at any meeting of the shareholders of the Corporation shall consist of a majority of the votes entitled to be cast on the matter, represented in person or by duly authorized proxy at such meeting.

FIFTEENTH: When voting on matters concerning the DBS Holdings, LLC, notwithstanding that said limited liability company is not then insolvent, the Corporation shall take into account the interest of DBS Holdings, LLC's creditors, as well as those of its members.

Executed this 21<sup>st</sup> day of June, 2001



W J Zarico - Incorporator

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T CORPORATION SYSTEM



J L Miles, Assistant Secretary

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