

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Signature _____

Requested by: _____

Name _____

Date _____

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Walk-In _____

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☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

☒ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File J. BRYAN JUL 16 2001

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

ARTICLES OF INCORPORATION
of
O.G. MANAGER, INC.
(FOR PROFIT CORPORATION)

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is O.G. MANAGER, INC.

SECOND: The period of duration of the corporation is perpetual.

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

- (i) To acquire a membership interest in and act as a member of O.G. Shopping Center, L.L.C., (the "LLC") which is engaged solely in the ownership, operation and management of the real estate project known as O.G. Shopping Center located in Cape Coral, Lee County, 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 laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

FOURTH: Notwithstanding any other provisions of these Articles and any provisions 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:

- (a) engage in any business or activity other than those set forth in Article Third or cause or allow the LLC to engage in any business or activity other than as set forth in its Articles of Organization;
- (b) incur any indebtedness or assume or guaranty any indebtedness of any, other than the first lien mortgage indebtedness incurred in connection with the Property (the "Mortgage"), indebtedness permitted thereunder and normal trade accounts payable in the ordinary course of business;
- (c) 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;
- (d) dissolve or liquidate, in whole or in part;

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- (e) cause or consent to the dissolution or liquidation, in whole or in part, of the
- (f) 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;
- (g) 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;
- (h) 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 Third, Fourth or Fifth of these Articles of Incorporation or approve an amendment to Articles II, III, IV, VI, VII of the Articles of Organization governing the LLC or
- (i) withdraw as a member of the LLC.
- (j) 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 the items (ix) and (x).

FIFTH: 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.

SIXTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

SEVENTH: The initial address in Florida of the initial registered office of the corporation is 207 N. Collier Boulevard, Marco Island, Florida 34145, and the name of the initial registered agent at such address is Karl Kubel.

EIGHTH: The principal office of the corporation, if known, and its mailing address is 207 N. Collier Boulevard, Marco Island, FL 34145.

NINTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until successors shall have been elected and qualified are as follows:

Name	Number and Street	City	State	Zip Code
Joe Magdalener	549 Inlet Drive	Marco Island	FL	34145
Karl Kubel	600 Inlet Drive	Marco Island	FL	34145


TENTH: The name and address of the initial incorporator is as follows:

Name	Number and Street	City	State	Zip Code
Karl Kubel	600 Inlet Drive	Marco Island	FL	34145


ELEVENTH: Stock transfer restrictions may be adopted and amended by unanimous vote of the initial directors prior to issuance of stock, and thereafter by the unanimous approval of shareholders.

TWELFTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the share of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any stockholder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation at Marco Island, Florida on the _____ day of June, 2001.


Karl Kubel
Incorporator

The undersigned accepts appointment as registered agent and agrees to act in that capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.


Karl Kubel
Registered Agent

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