

P01000083436

FILED
01 AUG 23 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

Office Use Only

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

1. Country Walk Plaza E Inc
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

RECEIVED
01 AUG 23 AM 11:11
DIVISION OF CORPORATION

☐ Walk in ☐ Pick up time

☐ Mail out ☐ Will wait

☐ Photocopy

☒ Certified Copy (2)
☒ Certificate of Status

NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

700004551877--9
-08/23/01--01028--006
*****96.25 *****96.25

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

J. BRYAN AUG 23 2001

Examiner's Initials

ARTICLES OF INCORPORATION

OF

COUNTRY WALK PLAZA, INC.

FILED
01 AUG 23 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of COUNTRY WALK PLAZA, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is COUNTRY WALK PLAZA, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 5446 N. Bay Road, Miami Beach, Florida 33140.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence upon filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV. PURPOSE

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

- (a) to acquire a general partnership interest in and act as the general partner of Country Walk Plaza, Ltd. (the "Partnership"), which is engaged solely in the ownership, operation and management of a real estate project known as Country Walk Plaza located in Miami-Dade County (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Country Walk Plaza, Ltd. Limited Partnership Agreement; and*
- (b) to engage in such other lawful activities permitted to corporations by the Florida Business Corporation Act as are incidental, necessary or appropriate to the foregoing.*

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5446 N. Bay Road, Miami Beach, Florida 33140 and the name of the corporation's initial registered agent at that address is Saul Glottmann.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are Saul Glottmann, 5446 N. Bay Road, Miami Beach, Florida 33140.

ARTICLE VIII. 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:

- (a) engage in any business or activity other than those set forth in Article IV or cause or allow the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement;*
- (b) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness in favor of Column Financial, Inc. incurred in connection with the acquisition of the Property (the "Mortgage") and normal trade accounts payable in the ordinary course of business;*
- (c) 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;*
- (d) dissolve or liquidate, in whole or in part;*

- (e) *cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;*
- (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 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;*
- (h) *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;*
- (i) *amend the Articles of Incorporation or the Bylaws of the Corporation or approve an amendment to the Limited Partnership Agreement governing the Partnership; or*
- (j) *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 (a) through (g) and items (i) and (j).

ARTICLE IX. SEPARATENESS PROVISIONS

The Corporation shall:

- (i) *maintain books and records and bank accounts separate from those of any other person;*
- (ii) *maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;*

- (iii) *hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;*
- (iv) *do all things necessary to preserve its existence and observe all corporate formalities;*
- (v) *not commingle its assets or funds with those of any other person;*
- (vi) *not guarantee or pay the debts or obligations of any other person;*
- (vii) *not enter into any contract or agreement with any general partner, principal, member, manager or affiliate of the Company, or any affiliate of any such general partner, principal, manager or member, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate;*
- (viii) *not make any loans or advances to any third party (including any general partner, principal, member, manager or affiliate of the Company, or any guarantor);*
- (ix) *be solvent and pay its debts from its assets as the same shall become due;*
- (x) *maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;*
- (xi) *not acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any entity; and*
- (xii) *not hold itself out to be responsible for the debts or obligations of any other person.*

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on August 6, 2001.


Saul Glottmann
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

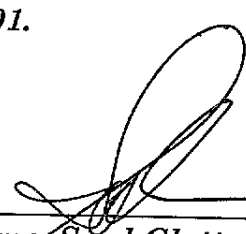
*Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:*

*That COUNTRY WALK PLAZA, INC., desiring to organize under
the laws of the State of Florida with its initial registered office as indicated
in the Articles of Incorporation at 5446 N. Bay Road, Miami Beach, Florida
33140, has named Saul Glottmann as its agent to accept service of process
within this state.*

ACKNOWLEDGMENT:

*Having been named to accept service of process for the
corporation named above, at the place designated in this certificate, the
undersigned agrees to act in that capacity, to comply with the provisions of
the Florida Business Corporation Act, and is familiar with, and accepts,
the obligations of that position.*

Dated this 16 day of August, 2001.

By: 
Name: Saul Glottmann
Title: Registered Agent

FILED
01 AUG 23 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA