

To: FL Dept. of State
Subject: 00145566710

From: Katie Wonsch

Thursday, April 05, 2007 10:09 AM Page: 1 of 9

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ALTAMONTE INVESTMENT CORPORATION OF CENTRAL FLORIDA

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ALTAMONTE INVESTMENT CORPORATION OF CENTRAL FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Amended and Restated Articles of Incorporation (the "Articles"), and does hereby agree and certify as follows:

ARTICLE I - NAME

The name of this corporation shall be Altamonte Investment Corporation of Central Florida (the "Corporation").

ARTICLE II - COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date these Articles of Incorporation are accepted and filed with the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office of the Corporation shall be located at 4008 North Florida Avenue, Tampa, Florida 33603. The initial mailing address of the Corporation shall be P.O. Box 7008, Tampa, Florida 33673.

ARTICLE IV - PURPOSES AND GENERAL POWERS

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

(a) To acquire a managing membership interest in and act as the Managing Member of Altamonte Ashley, L.L.C., a Florida limited liability company (the "Sole Member"), which Sole Member shall acquire the sole membership interest in Premier Corporate Centre, LLC, a Delaware limited liability company (the "Borrower"), which is engaged solely in the ownership, operation and management of the real estate project known as Premier Corporate Centre located in Tampa, Hillsborough County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation, the Bylaws of the Corporation, the Amended and Restated Articles of Organization and Amended and Restated Regulations of the Sole Member and the Certificate of Formation of and Limited Liability Company Agreement of the Borrower; and

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(b) To engage in such other lawful activities permitted to corporations by the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law as are incidental, necessary or appropriate to the foregoing.

ARTICLE V - LIMITATIONS

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not and the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following or permit the Sole Member or Borrower to do any of the following:

(a) engage in any business or activity other than those permitted hereby or own any assets other than those related to the Property;

(b) do any act which would make it impossible to carry on the ordinary business of the Company, except as otherwise provided in these Articles;

(c) borrow money or incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than normal trade accounts and lease obligations incurred in the ordinary course of business, or grant consensual liens on the Corporation's property; except, however, the Corporation is hereby authorized to secure financing (the "Loan") for the Borrower from Column Financial, Inc., in such amount and on such terms as the Corporation may elect, and to grant a mortgage, deed of trust, lien or liens on the Borrower's property to secure such Loan, as well as incur other indebtedness to the extent expressly authorized pursuant to the documents further evidencing the Loan;

(d) dissolve or liquidate, in whole or in part;

(e) sell or lease or otherwise dispose of all or substantially all of the assets of the Corporation except in a manner, if any, consistent with the requirements of the documents evidencing the Loan;

(f) 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, sequestration (or other similar official) of the Corporation or a substantial part of property of the Corporation, 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 company action in furtherance of any such action;

(g) amend the Articles of Incorporation or Bylaws of the Corporation, the Articles of Organization or the Regulations of the Managing Member or the Certificate of Formation or Limited Liability Company Agreement of the Borrower; or

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(h) consolidate or merge with or into any other entity.

In addition to the foregoing, the Corporation shall not and the Corporation shall not cause the Managing Member or Borrower to, without the written consent of the holder of the promissory note evidencing the Loan so long as it is outstanding, take any action set forth in items (a) through (c) or items (g) or (h) above.

ARTICLE VI - SEPARATENESS/OPERATIONS MATTERS

The Corporation shall and the Corporation shall cause the Sole Member and the Borrower to:

(a) maintain books and records and bank accounts separate from those of any other person;

(b) maintain its assets in its own name and in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(c) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(d) hold regular manager and member meetings, as appropriate, to conduct the business of the Corporation, and observe all other legal formalities;

(e) prepare separate tax returns and financial statements and not permit its assets to be listed as assets on the financial statements of any other entity, 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, the terms of which are intrinsically fair, commercially reasonable and are no less favorable than would be obtained in a comparable transaction with an unrelated third party;

(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;

(j) not assume, guaranty or pay the debts or obligations of any other person or hold out its credit as being available to satisfy the obligations of others;

(k) neither make any loans or advances to any person or entity nor hold evidence of indebtedness issued by any person or entity;

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- (l) timely pay all of its tax obligations;
- (m) pay its own liabilities only out of its own funds;
- (n) not pledge its assets for the benefit of any other entity;
- (o) pay the salaries of its own employees, if any, and maintain a sufficient number of employees in light of the contemplated business operations;
- (p) correct any known misunderstanding regarding its separate identity;
- (q) not acquire any securities or obligations of its officers, directors, managers, members or any affiliate;
- (r) cause the managers, members, officers, directors and other representatives of the Corporation to act at all times with respect to the Corporation consistent and in furtherance of the foregoing and in the best interests of the Corporation while simultaneously considering the interests of its creditors;
- (s) maintain adequate capital in light of the Corporation's contemplated business purpose, transactions and liabilities;
- (t) remain solvent and pay all of its debts and liabilities from its assets as they become due; and
- (u) not identify any of its members or any affiliate thereof as a division or part of the Corporation, and will not identify itself as a division or part of any other entity.

ARTICLE SEVEN - CAPITAL STOCK

7.1 Number and Class of Shares Authorized; Par Value. This Corporation is authorized to issue one thousand (1,000) shares of voting common stock, having a par value of \$1.00 per share, which shall be designated "Common Stock."

7.2 Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

7.3 Preemptive Rights. Each Shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

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ARTICLE EIGHT - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 4008 North Florida Avenue, Tampa, Florida 33603 and the initial registered agent of the Corporation at that address shall be Dharma Malempati. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE NINE- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of four (4) directors. The number of directors of the Corporation shall be specified, from time to time, by the Bylaws provided, however, that the number of directors shall never be less than three (3). The name and street address of the initial directors of this Corporation are:

<u>Director</u>	<u>Street Address</u>
Dharma Malempati	P.O. Box 7008 Tampa, Florida 33673
Krishna Malempati	244 East Cedar Drive Pikeville, Kentucky 41501
Srihari Malempati	178 Walnut Drive Pikeville, Kentucky 41501
Sailaja M. Blackmon	1506 North Marlin Drive Marion, Indiana 46952

ARTICLE TEN - INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

<u>Name</u>	<u>Street Address</u>
Dharma Malempati	P.O. Box 7008 Tampa, Florida 33673

ARTICLE ELEVEN - BYLAWS

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

ARTICLE TWELVE - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers,

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employees and agents from and against all liabilities and obligations, including attorneys' fees and costs, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE THIRTEEN - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE FOURTEEN - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Amended and Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 4 day of April, 2007.

CORPORATION
ALTAMONTE INVESTMENT CORPORATION OF
CENTRAL FLORIDA, a Florida corporation

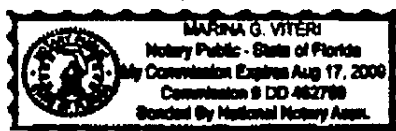
By: [Signature]
Dharma Malempati
As its President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY, as an officer duly authorized/duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, Dharma Malempati personally appeared before me as President of Altamonte Investment Corporation of Central Florida, a Florida corporation, and has executed OR has acknowledged his previous execution of the foregoing instrument. I HEREBY FURTHER CERTIFY, that Dharma Malempati is the same person either executing or acknowledging execution of the foregoing instrument and described therein because: ☐ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☒ Florida driver's license or ☐ Other identification: Dharma Teja Malempati. WITNESS my hand and official seal in the State and County aforesaid this 4th day of April, 2007.

[Signature]
Notary Public

Marina G. Viteri
NOTARY NAME & SEAL



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Altamonte Investment Corporation of Central Florida (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Dharma Malempati as its Registered Agent to accept service of process within the State of Florida with its registered office located at 4008 North Florida Avenue, Tampa, Florida 33603.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, 607.0502, 607.0504 and 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

DATED this 4 day of April, 2007.



Dharma Malempati
Registered Agent

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**CERTIFICATE OF RESTATEMENT OF ARTICLES OF INCORPORATION
OF
ALTAMONTE INVESTMENT CORPORATION OF CENTRAL FLORIDA**

THIS CERTIFICATE OF RESTATEMENT OF ARTICLES OF INCORPORATION OF ALTAMONTE INVESTMENT CORPORATION OF CENTRAL FLORIDA ("Certificate"), is made by the Altamonte Investment Corporation of Central Florida, a Florida corporation (the "Corporation"), pursuant to the provisions of Section 607.1007 of the Florida Statutes.

The name of the Corporation is Altamonte Investment Corporation of Central Florida.

The Board of Directors of the Corporation adopted the Amended and Restated Articles of Incorporation of Altamonte Investment Corporation of Central Florida on April 4, 2007 and the Amended and Restated Articles of Incorporation were signed by the President of the Corporation on April 4, 2007.

The restatement was adopted by the Board of Directors of the Corporation and does not contain any amendments requiring shareholder approval.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed this 4 day of April, 2007.

CORPORATION
ALTAMONTE INVESTMENT CORPORATION OF
CENTRAL FLORIDA, a Florida corporation

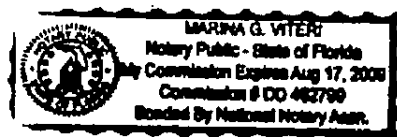
By: [Signature]
Dharma Malempati
As its President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, Dharma Malempati personally appeared before me as President of Altamonte Investment Corporation of Central Florida, a Florida corporation, and has executed OR has acknowledged his previous execution of the foregoing instrument. I HEREBY FURTHER CERTIFY, that Dharma Malempati is the same person either executing or acknowledging execution of the foregoing instrument and described therein because: ☐ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☒ Florida driver's license or ☐ Other identification: Dharma Teja Malempati. WITNESS my hand and official seal in the State and County aforesaid this 4 day of April, 2007.

[Signature]
Notary Public

Marina G. Viteri
NOTARY NAME & SEAL



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