

PD20000061949

FILED

02 JUN -4 AM 10: 05

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

000005678600--7
-06/04/02--01017--032
*****87.50 *****87.50

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

1. ENS 2, Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. WHITE JUN - 5 2002

Examiner's Initials

ARTICLES OF INCORPORATION

OF

ENS 2, INC.

FILED

02 JUN -4 AM 10: 05

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE I:

The name of this corporation is ENS 2, INC.

ARTICLE II:

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 ENS 1, LLC (the "LLC"), which is engaged solely in the ownership, operation and management of the real estate project known as Walgreens Dallas, located in Dallas, Texas (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 Florida General Corporation Act of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE III:

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:

(i) engage in any business or activity other than those set forth in Article II or cause or allow the LLC to engage in any business or activity other than as set forth in its Articles of Organization;

(ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the acquisition of the Property (the "Mortgage"), indebtedness permitted thereunder and normal trade accounts payable in the ordinary course of business.

(iii) 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;

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

(v) cause or consent to the dissolution or liquidation, in whole or in part, of the LLC;

(vi) 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;

(vii) 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;

(viii) 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;

(ix) amend Articles II, III or IV of these Articles of Incorporation or approve an amendment to Articles IV, V, VI, VII or VIII of the Articles of Organization governing the LLC; or

(x) withdraw as a member of the LLC.

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 prior written consent of the holder of the Mortgage, take any action set forth in items (i) through (vii) and items (ix) and (x).

ARTICLE IV

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 a 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;

(j) not assume, guarantee or pay the debts or obligations of any other person;

(k) correct any known misunderstanding as to its separate identity;

(l) not permit any affiliate to guarantee or pay its obligations (other than limited guarantees set forth in the Mortgage or related documents); and

(m) not make loans or advances to any other person.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, ONE (\$1.00) DOLLAR par value.

ARTICLE VI

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE VII

The street address of the initial principal office of this corporation is, and the name and address of the Registered Agent of this corporation are as follows:

Principal Office:
495 Center Island
Golden Beach, Florida 33160

Registered Agent:
Kerry E. Rosenthal, Esq.
Rosenthal Rosenthal Rasco
2875 Northeast 191st Street, Suite 500
Aventura, FL 33180

ARTICLE VIII

This corporation shall have one (1) director to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation is:


Eduard Nakhamkin
495 Center Island
Golden Beach, Florida 33160

ARTICLE X

The name and address of the incorporator of this corporation, who is the person signing these Articles is:

Kerry E. Rosenthal, Esq.
2875 Northeast 191ST Street, Suite 500
Aventura, Florida 33180

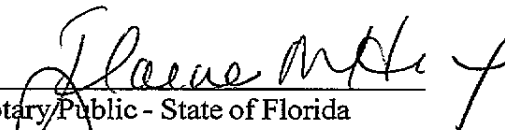
NOW THEREFORE, the undersigned incorporator has executed these Articles of Incorporation this 2 day of June, 2002.

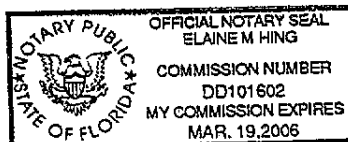

KERRY E. ROSENTHAL, ESQ.
Incorporator

STATE OF FLORIDA)
 ss
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared KERRY E. ROSENTHAL, ESQ., the incorporator herein, who is personally known to me, and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County above this 2 day of June, 2002.


Notary Public - State of Florida
My commission expires:



FILED

02 JUN -4 AM 10: 05

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I, KERRY E. ROSENTHAL, ESQ., the undersigned, having been designated as Registered Agent in the above and foregoing Articles of ENS 2, Inc., do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.


KERRY E. ROSENTHAL, ESQ., Registered Agent

#119412 - 1