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**FLORIDA PROFIT CORPORATION OR P.A.**

**RM BOYNTON SHOPPES MANAGER, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
RM BOYNTON SHOPPES MANAGER, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: RM BOYNTON SHOPPES MANAGER, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation 3325 S. University Drive, Suite 210, Davie, Florida 33328.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ADAM J. REISS, ESQ., FLA. BAR #0182702  
Adamo & Yoss, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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#### **ARTICLE IV CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred (100) shares of common stock, par value \$.0001 per share.

#### **ARTICLE V TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The street address of the initial registered office of the corporation is 3325 S. University Drive, Suite 210, Davie, Florida 33328, and the name of its initial registered agent at such address is Barry Ross.

#### **ARTICLE VII BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

#### **ARTICLE VIII INITIAL DIRECTOR**

The names and addresses of the initial Directors of this Corporation are:

Barry Ross  
3325 S. University Drive, Suite 210  
Davie, FL 33328

William Matz  
3325 S. University Drive, Suite 210  
Davie, FL 33328

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The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE IX INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Barry Ross, 3325 South University Drive, Suite 210, Davie, Florida 33328.

#### **ARTICLE X INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

#### **ARTICLE XI AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

#### **ARTICLE XII PURPOSE**

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

- (i) To acquire a membership interest in and act as the Managing Member of RM Boynton Shoppes, LLC (the "LLC"), which is engaged solely in the ownership, operation and management of the real estate project known as Shoppes of Boynton located in Palm Beach 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 Business Corporation Act of the State of Florida as are incidental, necessary or appropriate to the foregoing.

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### ARTICLE XIII 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:

- (i) engage in any business or activity other than those set forth in Article XII 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; amend Articles XII-XIV of these Articles of Incorporation or approve an amendment to Articles VI-X of the Articles of Organization governing the LLC; or

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

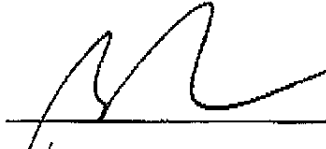
#### **ARTICLE XIV SEPARATENESS/OPERATIONS MATTERS**

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

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing  
Articles of Incorporation on the 27 day of June, 2002.

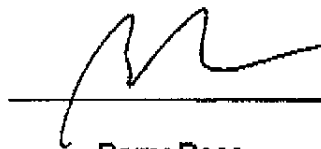
  
\_\_\_\_\_  
Barry Ross, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

RM BOYNTON SHOPPES MANAGER, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 3325 S. University Drive, Suite 210, Davie, Florida 33328, has named Barry Ross, 3325 S. University Drive, Suite 210, Davie, Florida 33328, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Barry Ross

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