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FLORIDA PROFIT CORPORATION OR P.A.

W&I of Brevard, Inc.

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**ARTICLES OF INCORPORATION
OF
W&I OF BREVARD, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the state of Florida.

**ARTICLE I
Name**

The name of this corporation is W&I of Brevard, Inc. (the "Corporation").

**ARTICLE II
Term of Existence**

The Corporation shall commence upon the filing of these Articles and shall exist perpetually.

**ARTICLE III
Purpose**

The nature of the business and the purposes to be conducted and promoted by the Corporation is to engage solely in the activity of acting as the manager of W&I, L.L.C., a Florida limited liability company (the "Company"), which has been organized under the laws of the state of Florida to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with certain real property (the "Property") located in Brevard County, Florida. The Corporation shall have and may exercise all powers enumerated in the Florida Business Corporation Act of the state of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise herein set forth.

**ARTICLE IV
Certain Prohibited Activities**

This Corporation shall only incur or cause the Company to incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of Deutsche Banc Mortgage Capital, L.L.C., its successors and assigns (the "First Mortgage") exists on any portion of the Property, this Corporation shall not and shall not cause the Company to incur, assume, or guaranty any other indebtedness. For so long as the Company remains mortgagor of the Property, this Corporation shall not cause the Company to dissolve. This Corporation shall not and shall not cause the Company to consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Corporation or Company) formed or surviving such consolidation or merger or that acquired by conveyance or transfer

THIS INSTRUMENT PREPARED BY:
DALE A. DETTMER, ESQ.
304 S. Harbor City Boulevard, Suite 201
Melbourne, Florida 32901
(321) 723-5646
Florida Bar Number: 172988

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the properties and assets of this Corporation or Company substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any state or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article IV and in Article VI, and (c) shall expressly assume the due and punctual performance of the Company's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this Corporation or the Company and be continuing. For so long as the First Mortgage lien exists on any portion of the Property, this Corporation shall not voluntarily commence a case with respect to itself or cause the Company to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as the First Mortgage lien exists on any portion of the Property, no material amendment to these Articles of Incorporation or to this Corporation's Bylaws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property, or, after the securitization of the Loan, only if the Company receives (i) confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating and (ii) approval of such amendment by the mortgagee holding the First Mortgage.

ARTICLE V

Indemnification Provisions

Any indemnification of the Corporation's directors and officers shall be fully subordinated to any obligations respecting the Company or the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the Corporation or the Company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

ARTICLE VI

Separateness Covenants

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these Articles of Incorporation, this Corporation shall conduct its affairs in accordance with the following provisions:

A. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of any affiliate or, if it shares office space with any affiliate, it shall allocate fairly and reasonably any overhead and expense for shared office space.

B. It will not engage, directly or indirectly, in any business other than to serve as the managing member of the Company and it will conduct and operate its business as presently conducted and operated.

C. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

D. The Board of Directors shall include at least one individual who is an Independent Director. An "Independent Director" shall mean a director of the Corporation who is not at the time of initial

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appointment, or at any time while serving as a director of the Corporation, and has not been at any time during the preceding five (5) years: (i) a stockholder, director (with the exception of serving as the Independent Director of the Corporation), officer, employee, partner, attorney or counsel of the Company, the Corporation, or any affiliate of any of them; (ii) a customer, supplier or other person who derives any of its purchases or revenues from its activities the Company, the Corporation, or any affiliate of any of them; (iii) a person or other entity controlling or under common control with any such stockholder, partner, customer, supplier or other person; or (iv) a member of the immediate family of any such stockholder, director, officer, employee, partner, customer, supplier or other person. (As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, policies or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise.)

E. It will not enter into any contract or agreement with any affiliate of the Corporation or any constituent party of the Corporation except upon terms and conditions that are commercially reasonable and substantially similar to those that would be available on an arms-length basis with unrelated third parties.

F. It has not incurred and will not incur any indebtedness, secured or unsecured, direct or indirect, absolute or contingent (including guaranteeing any obligation), other than (i) the indebtedness secured by the mortgage lien and (ii) trade payables or accrued expenses incurred in the ordinary course of the business of operating the property with trade creditors and in amounts as are normal and reasonable under the circumstances. No indebtedness other than the indebtedness secured by the mortgage lien may be secured (subordinate or pari passu) by the Property.

G. It has not made and will not make any loans or advances to any third party including any affiliate of the Corporation or constituent party of the Corporation and shall not acquire obligations or securities of its affiliates.

H. It is and will remain solvent and will pay its debts and liabilities (including, as applicable, shared personnel and overhead expenses) from its assets as the same shall become due.

I. It has done or caused to be done and will do all things necessary to observe organizational formalities and preserve its existence, and it will not amend, modify or otherwise change the articles of incorporation or By-Laws of the Corporation without the prior written consent of the mortgage lien holder.

J. It will maintain all of its books, records, financial statements and bank accounts separate from those of its affiliates and any constituent party and the Corporation will file its own separate tax returns. It shall maintain its books, records, resolutions and agreements as official records.

K. It will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity (including any affiliate of the Corporation or any constituent party of the Corporation), shall correct any known misunderstanding regarding its status as a separate entity, shall conduct and operate its business in its own name, shall not identify itself or any of its affiliates as a division or part of the other and shall maintain and utilize a separate telephone number and separate stationery, invoices and checks.

L. It will 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.

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M. Neither the Corporation nor any constituent party will seek or permit the dissolution, winding up, liquidation, consolidation or merger in whole or in part, of the Corporation, or acquire by purchase or otherwise all or substantially all the business or assets of, or any stock or other evidence of beneficial ownership of any other person or entity.

N. It will not commingle the funds and other assets of the Corporation with those of any affiliate or constituent party, or any affiliate of any constituent party, or any other person.

O. It has and will maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual asset or assets, as the case may be, from those of any affiliate or constituent party, or any affiliate of any constituent party, or any other person.

P. It shall not pledge its assets and does not and will not hold itself out to be responsible for the debts or obligations of any other person.

Q. It shall pay any liabilities out of its own funds, including salaries of any employees.

R. The Corporation shall maintain a sufficient number of employees in light of its contemplated business operations.

S. The Corporation shall not guarantee or become obligated for the debts of any other entity or person.

For purpose of this Article VI, the following terms shall have the following meanings:

(i) "affiliate" means any person controlling or controlled by or under common control with the Corporation, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from the Corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

(ii) "parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

(iii) "person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

ARTICLE VII

Capital Stock

The Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of the Corporation are not to be divided into classes.

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The Corporation is not authorized to issue shares in series.

ARTICLE VIII
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of the Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE IX
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of the Corporation is 304 S. Harbor City Boulevard, Suite 201, Melbourne, Florida 32901 and the name of the initial registered agent of the Corporation at that address is Dale A. Dettmer. The initial address of the Corporation is 304 S. Harbor City Boulevard, Suite 201, Melbourne, Florida 32901.

ARTICLE X
Board of Directors

The initial Board of Directors shall consist of three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the persons who shall serve as directors until the first annual meeting of shareholders or until their successor shall have been elected and qualified are as follows: Robert M. Renfro, Ernest C. Euler and Ronald E. Stafford.

ARTICLE XI
Cumulative Voting

The shareholders of the Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of the Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

When voting on matters concerning the Company, notwithstanding that the Company is not then insolvent, the Corporation shall take into account the interest of the Company's creditors, as well as those of its members to the maximum extent consistent with applicable law

ARTICLE XII
Incorporator

The name and address of the initial incorporator is as follows: Dale A. Dettmer, 304 S. Harbor City Boulevard, Suite 201, Melbourne, Florida 32901.

The incorporator of the Corporation assigns his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any

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rights he may have as incorporator to acquire any of the capital stock of the Corporation, this assignment becoming effective on the date corporate existence begins.

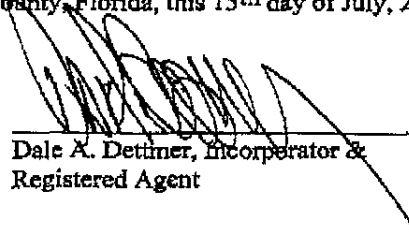
ARTICLE XIII
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock except as otherwise herein set forth.

ARTICLE XIV
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 15th day of July, 2003.



Dale A. Detliner, Incorporator &
Registered Agent

(Seal)

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