

P03000081226

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(Business Entity Name)

(Document Number)

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FILED

03 JUL 24 PM 12:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

03 JUL 24 AM 10:07

CLERK OF THE COURT
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DB 7/24



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
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July 24, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Weston Road Plaza, Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☒ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
 Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

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

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

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

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

ARTICLES OF INCORPORATION

-of-

WESTON ROAD PLAZA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is **WESTON ROAD PLAZA, INC.**, and the place of business shall be located at:

100 Weston Road
Sunrise, FL

ARTICLE II
EFFECTIVE DATE AND DURATION

This corporation's existence shall be effective and commence as of July 24, 2003, and shall continue in perpetuity.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of owning and operating the real property more particularly described on **Exhibit "A"** attached hereto and made a part hereof (the "Property"). The corporation shall engage solely in the following activities:

- A) To acquire and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property, together with all improvements located thereon, in the city of Sunrise, state of Florida, commonly known as WESTON ROAD SHOPPES (collectively the "Premises"), including, but not limited to, borrow approximately (\$2,719,000.00) (the "Loan Amount") from LaSalle Bank National Association, As Trustee For Morgan Stanley Capital I, Inc., Commercial Mortgage Pass-Through Certificates Series 1999-Life 1 (together with its successors and assigns, the "Lender"), to be evidenced by a secured promissory note, whereby the corporation promises to pay to Lender the Loan Amount together with all accrued and unpaid interest thereon and all other obligations and liabilities due or to become due to Lender pursuant to the documents, instruments and agreements executed and delivered in connection with such loan (collectively, the "Loan Documents") and all other amounts, sums and expenses paid by or payable to Lender pursuant to all such documents (collectively, the "Indebtedness").
- B) To exercise all corporate powers enumerated by the laws of the state of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.
- C) Notwithstanding anything to the contrary set forth in paragraphs A and B above, since its formation and thereafter until the Indebtedness is paid in full, the corporation will continue to (i) be organized solely for the purpose of owning the Premises, (ii) not engage in any

business unrelated to the ownership of the Premises, (iii) not have any assets other than those related to the Premises.

Notwithstanding anything contained herein to the contrary, until the Indebtedness is paid in full, the corporation: (i) will not materially amend these Articles of Incorporation or the corporation's bylaws without first obtaining approval of the Lender; (ii) will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation or merger; and, except as otherwise expressly permitted by the Loan Documents, will not engage in, seek or consent to any asset sale or transfer of shareholder interests; (iii) without the unanimous consent of all of the directors will not, with respect to itself, or, if applicable, to any other corporation, limited partnership, general partnership, limited liability company, or trust (each, an "Entity") in which it has a direct or indirect legal or beneficial ownership interest (a) file a bankruptcy, insolvency or reorganization petition or otherwise institute insolvency proceedings or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally; (b) seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for such Entity or all or any portion of such Entity's properties; (c) make any assignment for the benefit of such Entity's creditors; or (d) take any action that might cause such Entity to become insolvent, (iv) will have no indebtedness other than the Indebtedness and commercially reasonable unsecured trade payables in the ordinary course of business relating to the ownership and operation of the Premises which are paid within sixty (60) days of the date incurred, (v) will not assume or guarantee or become obligated for the debts of any other person or Entity or hold out its credit as being available to satisfy the obligations of any other person or Entity, except for the Indebtedness, (vi) will not pledge its assets for the benefit of any other person or Entity; and, (vii) will not make loans to any person or Entity.

Notwithstanding anything contained herein to the contrary, in order to preserve and ensure its separate and distinct corporate identity, the corporation, until the Indebtedness is paid in full: (i) will not fail to correct any known misunderstanding regarding the separate identity of the corporation; (ii) will maintain its accounts, books and records separate from any other person or Entity; (iii) will maintain its books, records, resolutions and agreements as official records; (iv) will not commingle its funds or assets with those of any other person or Entity; (v) will hold its assets in its own name; (vi) will conduct its business in its name; (vii) will maintain its financial statements, accounting records and other Entity documents separate from any other person or Entity; (viii) will pay its own liabilities out of its own funds and assets; (ix) will observe all corporate formalities; (x) will maintain an arms-length relationship with any person or Entity directly or indirectly controlling, controlled by, or under common control with the corporation or any person or Entity owning a material interest in the corporation, either directly or indirectly (collectively, the "Affiliates"); (xi) will not acquire obligations or securities of its beneficial owners or shareholders; (xii) will allocate fairly and reasonably shared expenses, including, without limitation, shared office space and use separate stationery, invoices and checks; (xiii) will hold itself out and identify itself as a separate and distinct Entity under its own name and not as a division or part of any other person or Entity; (xiv) will not identify its shareholders or any Affiliates as a division or part of it; (xv) will not enter into or be a party to any transaction with its shareholders or its Affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arms-length transaction with an unrelated third party; (xvi) will pay the salaries of its own employees from its own funds; and, (xvii) will maintain adequate capital in light of its contemplated business operations.

ARTICLES IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, which shall be designated "Common Shares".

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office of this corporation is:

SCOTT EISEN - 8751 West Broward Blvd., # 200, Plantation, Florida 33324.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 (1). The name and address of the initial director of this corporation is:

GABRIEL SELCER
PMB 621, Suite 105, Ave. De Diego #89,
San Juan, P.R. 00927-6346

ARTICLE VII
INITIAL OFFICERS

The names and addresses of the initial officers of this corporation are:

GABRIEL SELCER: PRESIDENT, VICE PRESIDENT and SECRETARY

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

GABRIEL SELCER
PMB 621, Suite 105, Ave. De Diego #89
San Juan, P.R. 00927-6346

ARTICLE IX
BY-LAWS

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

ARTICLE X
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI
INDEMNIFICATION

The corporation shall have the authority to indemnify any officer, director or member, or any former officer, director or member, to the full extent permitted by law. Notwithstanding anything contained herein to the contrary, any indemnification of the corporation's directors and officers shall be fully subordinated to any obligations respecting the Premises (including, without limitation, the mortgage securing the Indebtedness) and such indemnification shall not constitute a claim against the corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

ARTICLE XII
AMENDMENT OF ARTICLES

The corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of July, 2003.



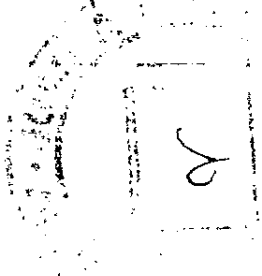
GABRIEL SELCER


Att. No. 1118

STATE OF Puerto Rico }
COUNTY OF San Juan }

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared **GABRIEL SELCER**, who, after being duly sworn, acknowledged before me the execution of the foregoing instrument for the purposes therein expressed, and who produced is personally known to me as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of July, 2003.





NOTARY PUBLIC, STATE OF Puerto Rico
Name: Juan A. Cuyar Cobb
Please Print

My commission expires: For Life

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

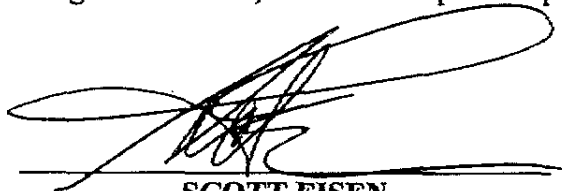
Attached to the Articles of Incorporation of
WESTON ROAD PLAZA, INC.,
and made a part thereof

Pursuant to Florida Statutes, the following is submitted in compliance therewith and made a part of the Articles of Incorporation of said corporation to which this document is attached:

THAT, **WESTON ROAD PLAZA, INC.,** desiring to organize under the laws of the state of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Plantation, County of Broward, State of Florida, has named **SCOTT EISEN** whose address is **8751 West Broward Blvd., # 200, Plantation, Florida 33324**, as its Registered Agent to accept service of process within this state.

ACCEPTANCE

THAT, I agree, as Registered Agent, to accept Service of Process; to keep an office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.



SCOTT EISEN
Registered Agent

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03 JUL 24 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA