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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
MORNINGSIDE CENTER, INC.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MORNINGSIDE CENTER, INC.

ARTICLE I

The name of this corporation is **MORNINGSIDE CENTER, INC.** and the mailing address is c/o James L. Case, 2810 East Oakland Park Boulevard, Suite 102, Fort Lauderdale, Florida 33306.

ARTICLE II

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these articles on October 20, 2003.

ARTICLE III

The purpose of the Corporation shall be limited to serving as the managing member of Morningside Shoppes, LLC, a Florida Limited Liability Company, the "Property Owner", owning the property commonly known as Morningside Shoppes, located at 1720 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida, "the Property" and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as managing member of Morningside Shoppes, LLC, for the mortgage loan and indebtedness in favor of Bear Stearns Commercial Mortgage, Inc. and its successors and assigns with respect to the indebtedness ("Lender") and trade payables incurred in the ordinary course of business.

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ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of \$0.01 par value common stock which shall be designated "Common Shares".

ARTICLE V

A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, including the Florida Business Corporation Act, or (iii) for any transaction from which the director of the Corporation derived an improper financial benefit. If the Florida Business Corporation Act is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended. Any repeal or modification of this Article V by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification

ARTICLE VI

The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors, is required to take or cause the Property Owner to take any of the following actions:
 - (a) causing the Corporation or the Property Owner to become insolvent;
 - (b) commencing any case, proceeding or other action on behalf of the Corporation or the Property Owner under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;

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- (c) instituting proceedings to have the Corporation or the Property Owner adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Property Owner;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or the Property Owner of its debts under any federal or state law relating to bankruptcy;
- (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Property Owner or a substantial portion of the properties of the Corporation or the Property Owner;
- (g) making any assignment for the benefit of the Corporation's or the Property Owner's creditors; or
- (h) taking any action or causing the Corporation or the Property Owner to take any action in furtherance of any of the foregoing;

2. For so long as the Indebtedness is outstanding, the Corporation shall not:

- (a) amend the Certificate of Incorporation or permit the Property Owner to amend its operating agreement;
- (b) engage in any business activity other than as set forth in Article THIRD;
- (c) withdraw as a managing member of the Property Owner;
- (d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets or cause the Property Owner to dissolve, liquidate, consolidate, merge, or sell all or substantially all of its assets, excepting full payment of the Indebtedness; or
- (e) transfer its interest or a portion thereof in the Property Owner, except as expressly permitted under the loan documents executed in connection with the Indebtedness.

3. The Corporation shall, and the Corporation shall require the Property Owner to:

- (a) not commingle its assets with those of any other entity and hold its assets in its own name;
- (b) conduct its own business in its own name;
- (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;

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- (d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
- (e) pay its own liabilities out of its own funds;
- (f) maintain adequate capital in light of contemplated business operations;
- (g) observe all corporate or other organizational formalities;
- (h) maintain an arm's length relationship with its affiliates, if any;
- (i) pay the salaries of its own employees and maintain a sufficient number of employees, contractors, and/or consultants, in light of contemplated business operations;
- (j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (k) not acquire obligations or securities of affiliates or shareholders;
- (l) not make loans to any other person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices, and checks; notwithstanding, however, if the property is managed by a management company then it shall be permissible to use a "global" stationery or invoices, so long as the property is sufficiently, exclusively earmarked on said stationery or invoices.
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

4. The Board of Directors is to consider the interests of the Corporation's creditors and the Property Owner's creditors in connection with all corporate actions.

ARTICLE VII

Any and all Corporation obligations to indemnify its directors and offices shall not constitute a claim against the Corporation, as long as the indebtedness is outstanding.

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ARTICLE VIII

The street address of the initial registered office of this corporation is:
c/o James L. Case
2810 East Oakland Park Boulevard
Suite 102
Fort Lauderdale, Florida 33306

and the name of the initial registered agent of this corporation at that address is:

JAMES L. CASE

The principal address and registered office address of this corporation are the same.

ARTICLE IX

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JAMES L. CASE	2810 East Oakland Park Boulevard Suite 102 Fort Lauderdale, Florida 33306

ARTICLE X

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

<u>NAME</u>	<u>ADDRESS</u>
JAMES L. CASE	2810 East Oakland Park Boulevard Suite 102 Fort Lauderdale, Florida 33306

ARTICLE XI

This corporation shall qualify under Section 1244 of the Internal Revenue Code and Regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20 day of October, 2003.

[Signature]
JAMES L. CASE

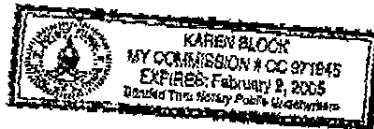
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me this 20 day of October, 2003, by JAMES L. CASE, who X is personally known to me, or who produced _____ as identification.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

KAREN BLOCK



PREPARED BY:
JAMES L. CASE, ESQUIRE
2810 EAST OAKLAND PARK BOULEVARD, #102
FORT LAUDERDALE, FL 33306
(954) 563-1000

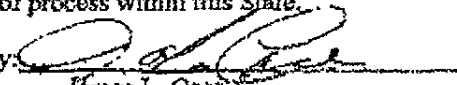
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

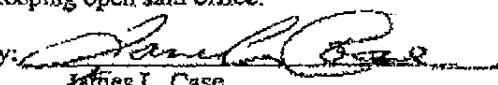
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Article:

FIRST: That MORNINGSIDE CENTER, INC., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Fort Lauderdale, State of Florida, has named JAMES L. CASE, located at City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

By: 
James L. Case

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity, and I agree to comply with the provision of said Act relative to keeping open said office.

By: 
James L. Case

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