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FLORIDA PROFIT CORPORATION OR P.A.

YOSE, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 19, 2003

CORPORATE & CRIMINAL RESEARCH SERVICES

PLEASE GIVE ORIGINAL SUBMISSION
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SUBJECT: YOS, INC.
REF: W03000038715

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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ARTICLES OF INCORPORATION**OF****YOSE, INC.****ARTICLE I**

The name of the corporation is Yose, Inc. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 4550 North Bay Road, Miami Beach, Florida 33140.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The street address of the Corporation's initial registered office is 103 North Meridian Street, Tallahassee, Florida 32315 and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE V

The Board of Directors of the Corporation shall consist of one or more directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VI

The name of the Incorporator is Moshe Lehrfield and the address of the Incorporator is 1221 Brickell Avenue, 24th Floor, Miami, Florida 33131.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII**SPECIAL PURPOSE ENTITY PROVISIONS**

1. The purpose for which the Corporation is organized is limited solely to (A) being a member and the sole manager of BINY, LLC, a Florida limited liability company (the "Borrower"), (B) acting as, and exercising all of the authority of, a

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member and a manager of the Borrower, and (C) the transacting of any and all lawful business for which a Corporation may be organized under Florida law that is incident, necessary and appropriate to accomplish the foregoing.

2. The Corporation is prohibited from incurring indebtedness, except as it may expressly obligate itself to be liable for the Borrower's indebtedness.
3. The Corporation is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets for so long as the loan in the ("Loan") in the original principal amount of \$2,435,220 being assumed by the Borrower and currently held by Wells Fargo Bank Minnesota, National Association, f/k/a Norwest Bank Minnesota, N.A., as Trustee for the Registered Holders of First Union Commercial Mortgage Trust, Commercial Mortgage Pass-Through Certificates, FUNB Series 1999-C1 ("Lender") is outstanding, and from causing the Borrower to do any of the foregoing for as long as the Loan is outstanding.
4. The Corporation shall not enter into transactions with its affiliates unless such transactions are on an arm's length basis and on commercially reasonable terms.
5. No transfer of any shares, securities or any other direct or indirect ownership interest in the Corporation, may be made unless such transfer is consented to by Lender if such consent is required by the documents evidencing or securing the Loan (collectively, the "Loan Documents"). The Lender may condition its consent upon the delivery of an acceptable non-consolidation opinion to the holder of the Loan and to any applicable rating agency concerning, as applicable, the Corporation, the new transferee and/or their respective owners.
6. The Corporation shall continue serving in the capacity of a member and as the sole manager of the Borrower, so long as the Loan is outstanding.
7. The Corporation shall abide by the following "separateness covenants" pursuant to which the Corporation is required on its own behalf, and also covenants to cause the Borrower:
 - a. To maintain books and records separate from any other person or entity;
 - b. To maintain its bank accounts separate from any other person or entity;
 - c. Not to commingle its assets with those of any other person or entity and to hold all of its assets in its own name;
 - d. To conduct its own business in its own name;
 - e. To maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
 - f. To pay its own liabilities and expenses only out of its own funds;

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- g. To observe all corporate and limited liability company and other organizational formalities relating to itself and the Borrower, as applicable;
 - h. To maintain an arm's length relationship with its affiliates and to enter into transactions with affiliates only on a commercially reasonable basis;
 - i. To pay the salaries of its own employees (if any) from its own funds;
 - j. To maintain a sufficient number of employees (if any) in light of its contemplated business operations;
 - k. Not to guarantee or become obligated for the debts of any other entity or person except to the extent it may expressly obligate itself to be liable for certain obligations of the Borrower;
 - l. Not to hold out its credit as being available to satisfy the obligations of any other person or entity (except as stated above);
 - m. Not to acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
 - n. Not to make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities);
 - o. To allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
 - p. To use separate stationery, invoices, and checks bearing its own name;
 - q. Not to pledge its assets for the benefit of any other person or entity;
 - r. To hold itself out as a separate identity at all times;
 - s. To correct any known misunderstandings regarding its separate identity;
 - t. Not to identify itself as a division of any other person or entity; and
 - u. To maintain adequate capital in light of its contemplated business operations.
8. Notwithstanding anything contained in these Articles or any other organizational document to the contrary, any obligation which the Corporation may owe to any of its officers, directors, partners, members, shareholders or affiliates (collectively, "Interested Parties"), whether characterized as a salary, fee or

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indemnification, shall not constitute a claim against the Corporation until, and shall be subject to and fully subordinate to, the prior payment in full of the Loan, provided however, so long as no default or event of default exists under the Loan Documents to the extent the Corporation has cash flow or other available liquid assets (exclusive of any of reserve accounts to be maintained under the Loan Documents) in excess of the amount necessary to make current payments of principal and interest due under the Loan Documents, the Corporation may pay when due (without any acceleration caused by Corporation) the scheduled obligations due to the Interested Parties.

9. The Corporation shall be required to have at least one "Independent Director" prior to any decision, by the Corporation's Board of Directors to take any of the actions described in Paragraph 10 below. For this purpose "Independent Director" means: a director of the Corporation who for the five-year period prior to his, her or its appointment as Independent Director, has not been, and during the continuation of his, her or its service as Independent Director, will not be: (a) a stockholder, director, officer, employee or partner of the Corporation, the Borrower or an affiliate of either of them; (b) a customer, supplier or other person who derives more than 10% of its purchases or revenues from its activities with the Corporation, the Borrower or any affiliate of either of them; (c) a person or other entity controlling or under common control with any such stockholder, partner, customer, supplier or other person; or (d) 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.)
10. The unanimous consent of all of the directors (including the consent of the Independent Director) is required for the Corporation to, and for the Corporation to cause the Borrower to:
 - a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek 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 the Corporation or the Borrower or a substantial portion of either of their properties;
 - c. Make any assignment for the benefit of the creditors of the Corporation or the Borrower; or
 - d. Take any action in furtherance of any of the foregoing.

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11. The Corporation is prohibited from amending the provisions of this Article VIII without approval of such amendment by the Lender. Lender may condition its approval on obtaining, at Borrower's cost and expense, a confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12th day of December, 2003.


Moshe Lehrfield, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Yose, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CorpDirect Agents, Inc.

By: 
Agent for the Registered Agent

Dated: December 17th 2003

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