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Account Number : 119980000047
Phone : (407) 423-7656
Fax Number : (407) 648-1743

Document prepared by: Sarah Hedegaard
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FLORIDA PROFIT CORPORATION OR P.A.

MILLER GROUP OF ASHEVILLE CORP.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 22, 2004

FOLEY & LARDNER

SUBJECT: MILLER GROUP OF ASHEVILLE CORP.
REF: W04000028237

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FAX Aud. #: H04000151349
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**ARTICLES OF INCORPORATION
OF
MILLER GROUP OF ASHEVILLE CORP.**

(a Florida corporation)

THE UNDERSIGNED, acting as sole incorporator of **MILLER GROUP OF ASHEVILLE CORP.**, a Florida corporation (the "Corporation"), under Chapter 607 of the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation (these "Articles") for such corporation:

ARTICLE I

Name

The name of the corporation is **MILLER GROUP OF ASHEVILLE CORP.**

ARTICLE II

Duration

The term of existence of the corporation shall be perpetual.

ARTICLE III

Capital Stock

The Corporation is authorized to issue 5,000 shares of common stock having par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholders, any and all of the authorized shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of the Corporation.

ARTICLE IV

Term of Existence

The term for which the Corporation shall exist shall be perpetual.

ARTICLE V

Principal Office

The mailing address of the Corporation shall be P.O. Box 2097, Windermere, Florida 34786, and the street address of the Corporation shall be 5147 Isleworth Country Club Drive, Windermere, Florida 34786.

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ARTICLE VI

Registered Office and Agent

The mailing address and the street address of the registered office of the Corporation shall be 5147 Isleworth Country Club Drive, Windermere, Florida 34786. The name of the registered agent of the Corporation shall be Glenn W. Miller.

ARTICLE VII

Incorporator

The name of the sole incorporator of the Corporation is Glenn W. Miller. The mailing address of the sole incorporator of the Corporation shall be P.O. Box 2097, Windermere, Florida 34786, and the street address of the sole incorporator of the Corporation shall be 5147 Isleworth Country Club Drive, Windermere, Florida 34786.

ARTICLE VIII

Purpose

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

(1) To own, operate and develop a real estate project known as Asheville Tractor Supply located in Buncombe County, North Carolina (the "Property"), pursuant to and in accordance with these Articles.

(2) To engage in such other lawful activities permitted to corporations by the Florida Business Corporation Act as are incidental, necessary or appropriate to the foregoing.

ARTICLE IX

Limitations

Notwithstanding any other provisions 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:

(1) Engage in any business or activity other than those set forth in Article VIII;

(2) 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 loan from AmSouth Bank in the original principal amount of \$2,300,000.00 (the "Mortgage") and normal trade accounts payable in the ordinary course of business;

(3) Dissolve or liquidate, in whole or in part;

(4) 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;

(5) Institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file or consent 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 a substantial part of the property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its ability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or

(6) Amend the Articles of Incorporation or the Bylaws of the Corporation.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage, so long as it is outstanding, take any action set forth in items (1) through (4) or (6).

ARTICLE X

Separateness Provisions

The Corporation shall:

- (1) Maintain books and records separate from any other person or entity;
- (2) Maintain its accounts separate from those of any person or entity;
- (3) Not commingle its assets or funds with those of any other person or entity;
- (4) Conduct its own business in its own name;
- (5) Maintain separate financial statements from any other person or entity;
- (6) Pay its own liabilities out of its own funds;
- (7) Hold regular shareholder and director meetings, as appropriate, to conduct the business of the Company, and do all things necessary to preserve its existence and observe all corporate formalities and other formalities required by these Articles and the Bylaws of the Corporation; and cause to be done and will do all things necessary to preserve its existence as a corporation;
- (8) Pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- (9) Not guarantee or become obligated for, or pay, the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (10) Not acquire obligations or securities of any of its shareholders or other affiliates;
- (11) Allocate fairly and reasonably any overhead for shared office space;

(12) Use separate stationery, invoices and checks from any other person or entity;

(13) Not pledge its assets for the benefit of any other entity or make any loans or advances to any other entity;

(14) Hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(15) Correct any known misunderstanding regarding its separate identity;

(16) *Maintain adequate capital in light of its contemplated business operations;*

(17) Maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(18) Be solvent and pay its debts from its assets as the same shall become due;

(19) Not acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any entity;

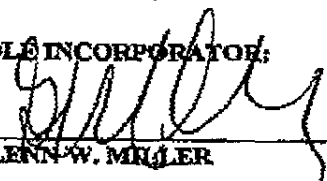
(20) File its own tax returns;

(21) Upon the commencement of a voluntary or involuntary bankruptcy proceeding by or against the Corporation, not seek a supplemental stay, or otherwise, pursuant to 11 U.S.C. 105 or any other provision of the Act, or any other debtor relief law (whether statutory, common law, case law, or otherwise) of any jurisdiction whatsoever, now or hereafter in effect, which may be or become applicable, to stay, interdict, condition, reduce, or inhibit the ability of holder of the note evidencing the Mortgage to enforce any rights of such holder against any guarantor or indemnity of the Mortgage or any other party liable with respect thereto by virtue of any indemnity, guaranty or otherwise; and

(22) Maintain an arms-length relationship with its affiliates, and not enter into any contract or agreement with any general partner, principal, member, manager or affiliate of the Corporation, or any affiliate of any such general partner, principal, manager or member, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed by the undersigned officer, this 14 day of July, 2004.

SOLE INCORPORATOR:



GLENN W. MILLER

**ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VI of the foregoing Amended and Restated Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 14 day of July, 2004.

REGISTERED AGENT:

By: 

GLENN W. MILLER

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