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(Requestor's Name)

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(City/State/Zip/Phone #)

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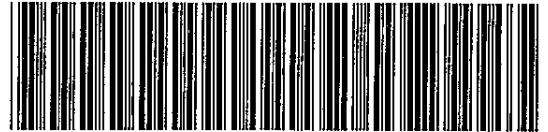
(Business Entity Name)

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: METROCENTRE GP, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☒ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: Anthony T. Lepore, Esq.

Name (Printed or typed)

P.O. Box 823662

Address

South Florida, FL 33082-3662

City, State & Zip

954.433.2126

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

METROCENTRE GP, INC.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, desiring to incorporate a corporation under the provisions of the Florida

Corporation Act does hereby certify:

1. The name of the corporation is METROCENTRE GP, INC.
2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transacted by the corporation shall be:

(i) To serve as General Partner for the acquisition, ownership, operation and management of the real estate project known as "MetroCentre" located in West Palm Beach, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and

(ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

4. Notwithstanding any other provision of these Articles and any provision of law that otherwise empowers the Corporation and so long as any obligations secured by a first priority mortgage, deed of trust or deed to secure debt incurred in connection with any financing of the Property (a "Security Instrument") remain outstanding and not discharged in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article Three;
- (ii) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than obligations secured by the Security Instrument, except unsecured trade and operational debt incurred with trade creditors in the ordinary course of its business of owning and operating the Property in such amounts as are normal and reasonable under the circumstances, provided that such debt is not evidenced by a note and is paid when due and provided in any event the outstanding principal balance of such debt shall not exceed at any one time one percent (1%) of the outstanding obligations secured by the Security Instrument;
- (iii) seek the dissolution or winding up, in whole or in part, of the Corporation;
- (iv) cause the Corporation to merge into or consolidate with any person or entity or dissolve, terminate or liquidate, in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure;
- (v) file a voluntary petition or otherwise initiate proceedings to have the Corporation adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief of the Corporation as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Corporation; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or of all or any substantial part of the properties and assets of the Corporation, or make any general assignment for the benefit of

creditors of the Corporation, or admit in writing the inability of the Corporation to pay its debts generally as they become due or declare or effect a moratorium on the Corporation debt or take any action in furtherance of any such action; or

In addition to the foregoing, so long as any obligation secured by the Security Instrument remains outstanding and not discharged in full, the Corporation shall not without the written consent of the holder the Security Instrument, take any action set forth in items (i) through (iv).

5. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) each.

6. The initial principal office of the corporation shall be located at 2455 E. Sunrise Blvd, Suite AR-1, Fort Lauderdale, FL 33304. Registered Agent shall be STEVEN A. SANTOLLA.

7. The initial Board of Directors shall be comprised of two (2) members. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than two (2).

The names and addresses of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN A. SANTOLLA	2455 E. Sunrise Blvd #AR-1, Fort Lauderdale, FL 33304
THOMAS LIHAN	2455 E. Sunrise Blvd #AR-1, Fort Lauderdale, FL 33304

8. The name and address of the incorporator hereof is:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN A. SANTOLLA	2455 E. Sunrise Blvd #AR-1, Fort Lauderdale, FL 33304

9. The formation of the corporation shall be effective as of the date of filing with the Department of State.

10. With respect to all shares of stock of the corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefore, shall have the pre-emptive right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 15<sup>th</sup> day of August, 2005.

  
STEVEN A. SANTOLLA

STATE OF FLORIDA        )  
                                  ) ss:  
COUNTY OF BROWARD    )

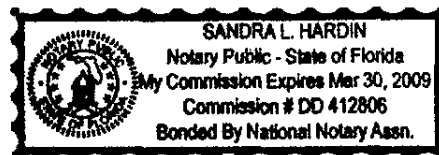
BEFORE ME, the undersigned authority, personally appeared STEVEN A. SANTOLLA who (is known to me personally) produced a valid driver's license as identification) and upon

being first duly sworn acknowledged that he executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 15<sup>th</sup> day of August, 2005.

My Commission expires: 3/30/09

  
NOTARY PUBLIC, State of Florida



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

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05 AUG 19 AM 8:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That METRCENTRE GP, INC., desiring to organize under the laws of the State of Florida, with its principal office at 2455 E. Sunrise Blvd, Suite AR-1, Fort Lauderdale, FL 33304, County of Broward, State of Florida, has named STEVEN A. SANTOLLA, located at 2455 E. Sunrise Blvd, Suite AR-1, Fort Lauderdale, Broward County, FL 33304 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated entity, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

  
By: Steven A. Santolla