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From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 527-2428
Fax Number : (954) 764-4996

FLORIDA PROFIT CORPORATION OR P.A.

LLP Parent, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION
OF
LLP PARENT, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be: LLP Parent, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation is: 17901 N.W. 5th Street, Suite 204, Pembroke Pines, Florida 33029.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$0.01 per share.

**ARTICLE IV
PURPOSE**

Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the activity of acting as a member of Lakes Park Investments, LLC, a Florida limited liability company ("LPI") whose purpose is to acquire certain parcels of real property, together with all improvements located thereon, in the City of Pembroke Pines, State of Florida (the "Property") and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property. The Corporation shall exercise all powers enumerated in the Florida Business Corporation Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

**ARTICLE V
CERTAIN PROHIBITED ACTIVITIES**

Notwithstanding any provision hereof to the contrary, the following shall govern: the Corporation shall only incur or cause LPI to incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as a mortgage (the "Mortgage") between Merrill Lynch Mortgage Lending, Inc., a Delaware corporation and LPI remains in existence and

as such instrument may be assigned, modified, amended, restated, extended or otherwise extended, the Mortgage shall exist on all or any portion of the Property, the Corporation shall not and shall not cause LPI to incur, assume, or guaranty any other indebtedness. The Corporation shall not and shall not cause LPI to consolidate or merge with or into any other entity or convey or transfer its assets substantially as an entirety to any entity unless (i) the entity (if other than the Corporation or LPI formed or surviving such consolidation or merger or that acquired by conveyance or transfer of the properties and assets of the Corporation or LPI substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or the State of Florida, (b) shall include in its organizational documents the same limitations set forth in this Article V, in Article IV and in Article VI, and (c) shall expressly assume the due and punctual performance of the Corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this Corporation or LPI and be continuing. For so long as the Mortgage exists on all or any portion of the Property, the Corporation shall not voluntarily commence a case with respect to itself or cause LPI to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as the Mortgage exists on all or any portion of the Property, without first obtaining approval of the mortgagees holding the Mortgage on the Property (i) no material amendment to these articles of incorporation or to the Corporation's By-Laws nor to the articles of organization of LPI may be made without first obtaining approval of the mortgagees holding the Mortgage on the Property and (ii) in the event the life of LPI is not continued, the Corporation shall not cause LPI to liquidate the Property.

ARTICLE VI INDEMNIFICATION

Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting LPI or the Property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

ARTICLE VII SEPARATENESS COVENANTS

Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as the Mortgage exists on all or any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these articles of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

(i) It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its affiliate and shall allocate fairly and reasonably any overhead for shared office space;

(ii) It shall maintain separate corporate records and books of account from those of its affiliate;

(iii) Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities;

(iv) It shall not commingle assets with those of its affiliate;

(v) It shall conduct its own business in its own name;

(vi) It shall maintain financial statements separate from its affiliate;

(vii) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its affiliate;

(viii) It shall maintain an arm's length relationship with its affiliate;

(ix) It shall not guarantee or become obligated for the debts of any other entity, including its affiliate or hold out its credit as being available to satisfy the obligations of others;

(x) It shall use stationery, invoices and checks separate from its affiliate;

(xi) It shall not pledge its assets for the benefit of any other entity, including its affiliate; and

(xii) It shall hold itself out as an entity separate from its affiliate.

For purposes of this Article VII, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

**ARTICLE VIII
VOTING**

Notwithstanding any provision hereof to the contrary, the following shall govern: When voting on matters concerning LPI, notwithstanding that LPI is not then insolvent; the Corporation shall take into account the interest of LPI's creditors, as well as those of its members.

**ARTICLE IX
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 17901 N.W. 5th Street, Suite 204, Pembroke Pines, FL 33029, and the initial registered agent of this Corporation at that address shall be Sixta Castillo.

**ARTICLE X
INCORPORATOR**

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

Sixta Castillo
17901 N.W. 5th Street
Suite 204
Pembroke Pines, FL 33029

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this ____ day of November, 2005.


Sixta Castillo
Incorporator

THE UNDERSIGNED, named as the registered agent in Article IX of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Sixta Castillo, Registered Agent

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