

PS000165177

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 DEC 20 PM 3:20

RECEIVED
05 DEC 20 AM 10:55
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/St/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- AMERA FP, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

AMERA FP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

05 DEC 20 PM 3: 20

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Amera FP, Inc.

ARTICLE II - CORPORATE POWERS

The corporation shall have all powers now and hereafter granted to corporations for profit under the laws of the State of Florida.

ARTICLE III - CORPORATE PURPOSE

The corporation was organized and continuously shall be organized solely for purposes of acting as the General Partner of Amera Financial Plaza, Ltd., a Florida limited partnership (hereafter "Borrower").

ARTICLE IV - PROHIBITED ACTS AND REQUIRED ACTIONS

The corporation:

will not own any assets other than its general partnership interest in Borrower;

will not engage in any business, directly or indirectly, other than the direct or indirect ownership, management and operation of the premises currently known as Coral Springs Financial Plaza at 3300 University Drive, Coral Springs, Florida (the "Property") and activities incidental thereto;

will not enter into any contract or agreement with any partner, member, shareholder, trustee, beneficiary, principal, joint venturer or Affiliate of Borrower or the corporation except in the ordinary course of its business pursuant to written agreements 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 such Affiliate;

will not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than (i) the loan by Greenwich Capital Financial Products, Inc. ("Greenwich") to Borrower to be executed in January 2006 in the original amount of \$18,000,000 (the "Obligations"), and (ii) subject to Section 5.17 of that certain loan agreement dated as of January, 2006 by and between Borrower and Greenwich, unsecured trade payables incurred in the ordinary course of business of operating the Property;

will not make any loan or advances to any Person (including any of its Affiliates);

shall remain solvent, and shall maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

will not acquire obligations or securities of any Person;

will not fail to correct any known misunderstanding regarding its separate identity;

will do all things necessary to preserve its existence;

shall continuously maintain its existence and be qualified to do business in all states necessary to carry on its business, including the state in which the Property is located;

will conduct and operate its business in its own name;

will maintain books, records, bank accounts, accounting records and other entity documents separate from those of its partners, members, shareholders, trustees, beneficiaries, principals, Affiliates, and any other Person;

will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other Person (including any of its partners, members, shareholders, trustees, beneficiaries, principals and Affiliates, and any Affiliates of any of the same), and not as a department or division of any Person;

will file such tax returns with respect to itself as may be required under applicable law and will prepare separate tax returns and financial statements, or if part of a consolidated group, is shown as a separate member of such group;

shall pay its own liabilities, indebtedness, and obligations of any kind, as the same shall become due, from its own separate assets, rather than from those of other Persons;

will not enter into any transaction of merger or consolidation, or acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any Person;

will not commingle or permit to be commingled its funds or other assets with those of any other Person; and will hold its assets in its own name;

will maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any other Person;

will not hold itself out to be responsible for the debts or obligations of any other Person;

will not guarantee or otherwise become liable on or in connection with any obligation of any other Person;

shall not hold title to its assets other than in its name;

will pay its own liabilities and expenses, out of its own funds;

will hold regular meetings, as appropriate to conduct its business and will observe all corporate formalities and record keeping and, as to General Partner, all corporate formalities and record keeping;

will allocate fairly and reasonably the costs associated with common employees and any overhead for shared office space and will use separate stationery, invoices and checks;

will not identify any stockholder of the corporation, any Affiliate of the corporation, Borrower, any partner of Borrower or any Affiliate of Borrower, or any other person, as a division or part of it;

will pay the salaries of its own employees and will maintain a sufficient number of employees in light of its contemplated business operations;

will maintain its books and records and financial statements separate from those of any other Person;

will maintain its own bank accounts separate from any other Person;

will not commingle its funds or assets with those of any other Person, and will hold its assets in its own name;

shall not liquidate or dissolve, in whole or in part, or consolidate, merge or enter into any form of consolidation with or into any other Person, nor convey, transfer or lease its assets substantially as an entirety to any Person nor permit any Person to consolidate, merge or enter into any form of consolidation with or into itself, nor convey, transfer or lease its assets substantially as an entirety to any Person;

shall not, for so long as the Obligations are outstanding, amend any provisions of Articles III or IV of the corporation's Articles of Incorporation;

shall continue to be a corporation with Articles of Incorporation;
and

shall at all times continue to provide in these Articles of Incorporation that the corporation shall not cause, permit, or empower its stockholders, officers, and directors or any other person to vote on, authorize or take any Material Action. "Material Action" shall mean to institute proceedings to have Borrower or the corporation adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against Borrower or the corporation or file a petition seeking or consent to, reorganization or relief with respect to Borrower or the corporation 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 Borrower or the corporation or a substantial part of Borrower's or the corporation's property, or make any assignment for the benefit of creditors of Borrower or the corporation, or admit in writing Borrower's or the corporation's inability to pay its debts generally as they become due, or take action in furtherance of any such action.

In the event of a conflict between this Article IV and any other provisions of these Articles of Incorporation, the corporation's bylaws or any other organizational document of the corporation, the provisions of this Article IV shall govern.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2900 University Drive
Coral Springs, Florida 33065

ARTICLE VI - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,200 shares of the par value of \$1.00 per share. All of said stock shall be payable in cash, property, labor, or services at a just valuation. Property, labor, or services may be purchased or paid for with the capital stock at a just valuation.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

George Rahael
2900 University Drive
Coral Springs, Florida 33065

ARTICLE VIII - MANAGEMENT BY DIRECTORS

The business of this corporation shall be conducted by a board of directors of a number set in the By-Laws, but in no event less than one (1) director. The names and address of the members of the first board of directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are: George Rahael, 2900 University Drive, Coral Springs, Florida 33065.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

George Rahael
2900 University Drive
Coral Springs, Florida 33065

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer, director, incorporator, or stockholder, or any former officer, director or stockholder, to the fullest extent permitted by law.

ARTICLE XI - 1244 STOCK

The capital stock of this corporation shall be offered and sold under the provisions of Section 1244 of the Internal Revenue Code of the United States (to be known as Section 1244 Stock).

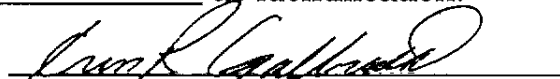
The undersigned has executed these Articles of Incorporation this 15th day of December, 2005.



George Rahael

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 15th day of December, 2005, by GEORGE RAHAEL, who is personally known to me, or who has produced N/A as identification.



(signature of notary)

(printed name of notary)  Erin P. Galbreath
COMMISSION # DD205839 EXPIRES
April 21, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

(Seal)

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT AMERA FP, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
CITY OF CORAL SPRINGS, STATE OF FLORIDA,
(CITY) (STATE)

HAS NAMED GEORGE RAHAEL, LOCATED AT
(NAME OF RESIDENT AGENT)

2900 UNIVERSITY DRIVE
(STREET ADDRESS AND NUMBER OF BUILDING, POST
OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF CORAL SPRINGS, STATE OF FLORIDA, AS ITS AGENT TO
(CITY)

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(CORPORATE OFFICER)

George Rahael

TITLE President

DATE December 15th, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND
I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE 
(RESIDENT AGENT)

George Rahael

DATE: December 15th, 2005

FILED
SECRETARY OF
DIVISION OF
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