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**RIDDHI SIDDHI PROPERTIES, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RIDDHI SIDDHI PROPERTIES, INC.**

Riddhi Siddhi Properties, Inc. (the "Corporation"), a Florida corporation, pursuant to Section 607.1006 of the Florida Business Corporation Act, files the following Amended and Restated Articles of Incorporation, which amendment was duly adopted by the holders of a majority of the outstanding stock entitled to vote on the amendment:

**ARTICLE I**

**NAME**

The name of the corporation is: RIDDHI SIDDHI PROPERTIES, INC.

**ARTICLE II**

**ADDRESS**

The principal place of business and mailing address of the corporation is:

1020 South Dale Mabry Highway  
Tampa, Florida 33629

**ARTICLE III**

**CORPORATE PURPOSE**

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

(i) The acquisition, ownership, operation and management of the real estate project known as Shoppes of Sheldon located in Hillsborough County, 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 Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

**ARTICLE IV**

**STOCK AUTHORIZATION**

The number of shares the corporation is authorized to issue is: 100,000

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**ARTICLE V**  
**REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Pankaj M. Patel  
1020 South Dale Mabry Highway  
Tampa, Florida 33629

**ARTICLE VI**  
**INITIAL OFFICERS AND DIRECTORS**

The initial officers and directors of the corporation are:

President and Director:

Ramila P. Patel  
3706 West Jetton Avenue  
Tampa, Florida 33629

Vice President:

Jyotsna J. Patel  
27 Myron Street  
Clifton, New Jersey 07014

Secretary and Treasurer:

Pankaj M. Patel  
3706 West Jetton Avenue  
Tampa, Florida 33629

Directors:

Jayadev R. Patel  
27 Myron Street  
Clifton, New Jersey 07014

Rajendra R. Patel  
9023 Westbay Boulevard  
Tampa, Florida 33615

Upendra C. Patel  
19022 Fern Meadow Loop  
Lutz, Florida 33558

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**ARTICLE VII**  
**LIMITATIONS ON AUTHORITY**

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "**Mortgage**") remain outstanding and not paid 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 III;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) 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;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting 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 property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or
- (vi) amend Articles III, VII, or VIII of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the prior written consent of the holder of the Mortgage (the "Mortgagee"). Whenever the Mortgagee's consent is required herein, it shall not be unreasonably withheld or delayed by the Mortgagee.

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**ARTICLE VIII**  
**SEPARATENESS/OPERATIONS MATTERS.**

The Corporation:

1. was organized solely for the purpose of owning the Property;
2. has not and will not engage in any business unrelated to the ownership of the Property;
3. has not and will not have any assets other than the Property (and personal property incidental to the ownership and operation of the Property), without the consent of the Mortgagee;
4. without the unanimous consent of all of its directors, general partners or members, as applicable, shall not file or consent to the filing of any bankruptcy or insolvency petition or otherwise institute insolvency proceedings;
5. has no indebtedness (and will have no indebtedness) other than (i) the Mortgage; and (ii) unsecured trade debt not to exceed 2% of the loan amount in the aggregate, which is not evidenced by a note and is incurred in the ordinary course of its business in connection with owning, operating and maintaining the Property and is paid within 30 days from the date incurred;
6. has not and will not fail to correct any known misunderstanding regarding the separate identity of such entity;
7. has maintained and will maintain its accounts, books and records separate from any other person or entity;
8. has maintained and will maintain its books, records, resolutions and agreements as official records
9. (i) has not and will not commingle its funds or assets with those of any other entity; and (ii) has held and will hold its assets in its own name;
10. has conducted and will conduct its business in its own name;
11. has maintained and will maintain its accounting records and other entity documents separate from any other person or entity

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12. has prepared 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;
13. has paid and will pay its own liabilities and expenses out of its own funds and assets;
14. has held and will hold regular meetings, as appropriate, to conduct its business and has observed and will observe all corporate, partnership or limited liability company formalities and record keeping, as applicable;
15. has not and will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity, without the consent of the Mortgagee;
16. has not and will not acquire obligations or securities of its shareholders, partners or members, as applicable;
17. has allocated and will allocate fairly and reasonably the costs associated with common employees and any overhead for shared office space and such entity has used and will use separate stationery, invoices and checks;
18. has not and will not pledge its assets for the benefit of any other person or entity, without the approval of the Mortgagee, except that the Corporation may place inferior liens on the Property provided that said liens do not impair the Mortgagee's security position;
19. has held and identified itself and will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity;
20. has not made and will not make loans to any person or entity;
21. has not and will not identify its shareholders, partners or members, as applicable, or any affiliates of any of the foregoing, as a division or part of it;
22. has not entered into and will not enter into or be a party to, any transaction with its shareholders, partners or members, as applicable, or any affiliates of any of the foregoing, except in the ordinary course of its business pursuant to written agreements and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable

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arm's-length transaction with an unrelated third party;

23. if any such entity is a corporation, the directors of such entity shall consider the interests of the creditors of such entity in connection with all corporate action;
24. has paid and will pay the salaries of its own employees and has maintained and will maintain a sufficient number of employees in light of its contemplated business operations; and
25. has maintained and will maintain adequate capital in light of its contemplated business operations.

The above-described amendment was unanimously approved by the shareholders of the Corporation on April 12, 2006. The number of votes cast in favor of the amendment by the shareholders was sufficient for approval and only one voting group was entitled to vote on the amendment.

By placing my hand below, I acknowledge that the above is true to the best of my knowledge.



Pankaj M. Patel  
Secretary

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The undersigned, having been designated as the Registered Agent in the above Articles of Incorporation and having an office at the address specified in those Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Pankaj M. Patel

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