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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**901 sm corporation**

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ARTICLES OF INCORPORATION

OF

901 SM CORPORATION

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The undersigned files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **901 SM CORPORATION**. The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE II

1. The purpose for which this Corporation is organized is limited solely to being the manager of the Company acting as, and exercising all of the authority of, the manager of A&H 901 Ponce, LLC (the "Company"), and transacting of any and all lawful business for which a corporation may be organized under its constitutive law that is incident, necessary and appropriate to accomplish the foregoing.

2. The Corporation is prohibited from incurring indebtedness.

3. The Corporation is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets and from causing the Company to do any of the foregoing, both for as long as that certain loan in the original principal sum of \$12,100,000.00, currently held by Wells Fargo Bank, N.A., a national banking association, as Trustee for the Registered Holders of GS Mortgage Securities Corporation II Commercial Mortgage Pass Through Certificates, Series 2005-GG4 (the "Trust," together with its successors and/or assigns, "Lender") is outstanding.

4. To the extent required by the documents evidencing and/or securing the Loan ("Loan Documents"), no transfer of any direct or indirect ownership interest in the Corporation may be made unless such transfer is consented to by Lender. Lender may condition its consent upon satisfaction of any requirements in the Loan Documents and/or Lender's then current servicing standards.

5. The Corporation is required to continue serving in the capacity as the special purpose member of the Company so long as the Loan is outstanding.

6. The Corporation is required on its own behalf, and covenants to cause the Company, to:

1. Maintain books and records separate from any other person or entity;
2. Maintain its bank accounts separate from any other person or entity;
3. Not commingle its assets with those of any other person or entity and hold all of its assets  
own name;
4. Conduct its own business in its own name;
5. Maintain separate financial statements, showing its assets and liabilities separate and apart from  
those of any other person or entity;
6. Pay its own liabilities and expenses only out of its own funds;
7. Observe all corporate and other organizational formalities;

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8. Maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;

9. Pay the salaries of its own employees from its own funds;

10. Maintain a sufficient number of employees in light of its contemplated business operations;

11. Not guarantee become obligated for or pledge its assets for the debts or benefit of any other person or entity;

12. Not hold out its credit as being available to satisfy the obligations of any other person or entity;

13. Not acquire the obligations or securities of its affiliates or owners, including shareholders;

14. Not make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment grade securities);

15. Allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;

16. Use separate stationery, invoices, and checks bearing its own name;

17. Hold itself out as a separate identity;

18. Correct any known misunderstandings regarding its separate identity;

19. Not identify itself as a division of any other person or entity;

20. Maintain adequate capital in light of its contemplated business operations; and

21. Comply with each of the SPE/separateness covenants set forth in the Loan Documents.

7. Notwithstanding anything contained in this or any other organizational document to the contrary, any obligation which Corporation may owe to any of its officers, directors, shareholders or affiliates (collectively, "Interested Parties"), whether characterized as a salary, fee or indemnification, shall not constitute a claim against Corporation until, and shall be subject to and fully subordinate to, the prior payment in full of the Loan, provided however, so long as no Default or Event of Default exists under the Loan Documents to the extent Corporation has cash flow or other available liquid assets (exclusive of any of reserve accounts to be maintained under the Loan Documents) in excess of the amount necessary to make current payments of principal and interest due under the Loan Documents, Corporation may pay when due (without any acceleration caused by Corporation) the scheduled obligations due to the Interested Parties of Corporation.

8. The unanimous consent of all of the directors is required for the Corporation, and for the Corporation to cause the Company, to:

(i). File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;

(ii). Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Company or a substantial portion of either of their properties;

(iii). Make any assignment for the benefit of the creditors of the Corporation or the Company; or

(iv). Take any action in furtherance of any of (i), (ii) or (iii).

9. The Corporation is prohibited from amending the provisions specified in paragraphs 1 through 8 and this paragraph 9, without approval of such amendment by Lender. Lender may condition its approval upon satisfaction of any requirements set forth in the Loan Documents and/or Lender's then current servicing standards.

10. The bylaws of this Corporation shall not contain any provisions in contravention of the provisions of Article II of these articles of incorporation.

### **ARTICLE III**

The authorized capital of this corporation shall consist of Ten Thousand Shares of common stock with par value of One (\$1.00) Dollar per share. All of the stock be payable in cash, real or personal property, or labor or services in lieu of cash, the valuation of any of the above to be fixed by the board of directors of this corporation.

### **ARTICLE IV**

The street address of the initial principal office and the name and address of its registered agent shall be as follows:

**WILLIAM H. ALBORNOZ, ESQUIRE  
901 PONCE DE LEON BLVD.  
SUITE 603  
CORAL GABLES, FL 33134**

William H. Albornoz, Esquire  
901 Ponce De Leon Blvd., Suite 603  
Coral Gables, Florida 33134  
Tel. (305) 444-1741  
Fl. Bar No. 329568

### **ARTICLE V**

The initial board of directors of the corporation shall be composed of one person. The name and address of this corporation's director is as follows:

**WILLIAM H. ALBORNOZ  
901 PONCE DE LEON BLVD., SUITE 603  
CORAL GABLES, FL 33134  
ARTICLE VI**

The name and address of the incorporator of this corporation is:

**WILLIAM H. ALBORNOZ  
c/o 901 PONCE DE LEON BLVD., SUITE 603  
CORAL GABLES, FL 33134**

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ARTICLE VII

The corporation, by duly adopted action of the board of directors, may indemnify and insure its officers and directors to the extent now or hereafter, permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, pursuant to the laws of the State of Florida, does hereby execute and file these Articles, declares and certifies that the facts herein stated are true this 12 day of September, 2006.

William H. Albornoz  
William H. Albornoz

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Incorporation.

William H. Albornoz  
William H. Albornoz, Esquire

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