

To: +1 (850) 205-0381
Subject: 00204.5978

From: Rita Soto

Monday, November 3, 2008 10:56 AM Page: 1 of 11

P06000140304

Florida Department of State
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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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11/3/06

000204.59782.1

FLORIDA PROFIT/NON PROFIT CORPORATION

FOUNTAIN SQUARE II GP, INC.

**PLEASE GIVE ORIGINAL SUBMISSION
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Attn: Loria Poole

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*File 1st... Amendment to LP "Fountain
Square II, Ltd." to follow.*

11/3/2006 10:02:36 AM *Name consent attached... please file ASAP*

11-7-06

To: +1 (850) 205-0381
Subject: 000204.59782.1

From: Ricky Soto

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11/6/2006 12:21

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Florida Dept of State



November 6, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: FOUNTAIN SQUARE II GP, INC.
REF: W06000048583

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11/3/06

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles of incorporation so that we may complete the filing process.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

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ARTICLES OF INCORPORATION
OF
FOUNTAIN SQUARE II GP, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

FOUNTAIN SQUARE II GP, INC.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

9331 Adamo Drive, Suite 200
Tampa, FL 33619

ARTICLE 3

Capital Stock

a. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be:

1,000,000 shares of Voting Common Stock (the "Voting Common Stock"),
with a par value of \$1.00 per share; and

1,000,000 shares of Nonvoting Common Stock (the "Nonvoting Common
Stock"), with a par value of \$1.00 per share.

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TALLAHASSEE, FLORIDA

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b. Payment for Stock. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

c. Voting. The entire voting power of this Corporation shall be vested in the Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this Corporation. Except as otherwise provided by law, holders of the Nonvoting Common Stock shall not be entitled to any voting rights by virtue of such ownership. There shall be no cumulative voting in the election of directors.

d. Dividends. Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

e. Preferences in the Event of Liquidation. Upon the liquidation, dissolution or winding up of the business of this Corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis. A merger or other similar reorganization of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of this Article 3.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2907 Bay to Bay Blvd., Suite 201, Tampa, Florida 33629, and the initial registered agent of this corporation at such office shall be Charles H. Carver. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

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ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of three members, such members to hold office until their successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
James W. Lewis, Jr.	9331 Adamo Drive, Suite 200 Tampa, FL 33619
Beth C. Lewis	9331 Adamo Drive, Suite 200 Tampa, FL 33619
Michael R. Frewer (the "Independent Director")	9331 Adamo Drive, Suite 200 Tampa, FL 33619

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Charles H. Carver	2907 Bay to Bay Boulevard Suite 201 Tampa, Florida 33629

ARTICLE 8

Purposes and Duration

The purpose of the corporation shall be limited to serving as the sole general partner of Fountain Square II, Ltd., a Florida limited partnership (the "Partnership") and activities incidental thereto. The corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as sole general partner of the Partnership for the mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Capmark Finance Inc., and its successors and assigns with respect to the Indebtedness and trade payables incurred in the ordinary course of business. This corporation shall have perpetual existence.

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ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

ARTICLE 12

Single Purpose Entity Requirements

The Partnership, as borrower, has entered into that certain Loan Agreement dated November 7, 2006 (the "Loan Agreement"), with Capmark Finance Inc., or its affiliate, as lender (the "Lender") (capitalized terms used in this Article 12 shall have the meanings ascribed to them in the Loan Agreement). Notwithstanding any other provisions of these articles to the contrary, and so long as any loan to the Partnership and its successors and/or assigns incurred in connection with any financing of the property referred to in the Loan Agreement remains outstanding and not discharged in full, the corporation, a single purpose entity, at all times since its formation and thereafter:

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a. shall not engage in any business or activity, other than being the sole general partner of the Partnership and owning its Equity Interest in the Partnership;

b. shall not acquire or own any assets other than its Equity Interest in the Partnership;

c. shall have at least one (1) Independent Director/Manager on its board of directors, provided, however, if this Loan becomes part of a Securitization and any Rating Agency's criteria at such time require at least two (2) Independent Directors/Managers, Borrower shall appoint, or cause the appointment of, a second Independent Director/Manager;

d. shall preserve its existence as an entity duly organized, validly existing and in good standing (if applicable) under the laws of the State of Florida;

e. shall not merge or consolidate with any other Person;

f. shall not, and shall not cause or permit the Partnership to, take any action to dissolve, wind-up, terminate or liquidate in whole or in part; to sell, transfer or otherwise dispose of all or substantially all of its assets; to change its legal structure; transfer or permit the direct or indirect transfer of any partnership, membership or other Equity Interests, as applicable, other than Permitted Transfers; issue additional partnership, membership or other Equity Interests, as applicable; or seek to accomplish any of the foregoing;

g. shall not, without the unanimous written consent of one hundred percent (100%) of the members of the board of directors of this corporation, including without limitation the Independent Director(s): (i) file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute; (ii) seek or consent to the appointment of a receiver, liquidator or any similar official; or (iii) make an assignment for the benefit of creditors;

h. shall not amend or restate its organizational documents if such change would adversely impact the requirements set forth in this Article 12;

i. shall not own any subsidiary or make any investment in, any other Person;

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- j. shall not commingle its assets with the assets of any other Person;
- k. shall not incur any debt, secured or unsecured, direct or contingent other than customary unsecured trade payables incurred in the ordinary course of owning the Equity interest in the Partnership and serving as the general partner of the Partnership provided the same are not evidenced by a promissory note, do not exceed, in the aggregate, at any time a maximum amount of \$20,000 and are paid within sixty (60) days of the date incurred;
- l. shall maintain its records, books of account, bank accounts, financial statements, accounting records and other entity documents separate and apart from those of any other Person;
- m. shall only enter into any contract or agreement with any general partner, member, shareholder, principal or Affiliate of Borrower or Guarantor, or any general partner, member, principal or Affiliate thereof, upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arm's-length basis with third parties;
- n. shall not maintain its assets in such a manner that it will be costly or difficult to segregate, ascertain or identify its individual assets from those of any other Person;
- o. shall not assume or guaranty the debts of any other Person, hold itself out to be responsible for the debts of another Person, or otherwise pledge its assets for the benefit of any other Person or hold out its credit as being available to satisfy the obligations of any other Person;
- p. shall not make any loans or advances to any other Person;
- q. shall file its own tax returns as required under federal and state law;
- r. shall hold itself out to the public as a legal entity separate and distinct from any other Person and conduct its business solely in its own name and shall correct any known misunderstanding regarding its separate identity;

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s. 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;

t. shall allocate shared expenses (including, without limitation, shared office space) and use separate stationery, invoices and checks;

u. shall pay its own liabilities (including, without limitation, salaries of its own employees) from its own funds; and

v. shall not acquire obligations or securities of its partners, members or shareholders, as applicable.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.


CHARLES H. CARVER

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Charles H. Carver, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 2nd day of November, 2006.


CHARLES H. CARVER

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TALLAHASSEE, FLORIDA

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To: +1 (850) 205-0381
Subject: 000204.59782.1

From: Ricky Soto

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Fountain Square II GP, LLC
9331 Adamo Drive, Suite 200
Tampa, FL 33619

November 6, 2006

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

Re: Fountain Square II GP, Inc.

Dear Sir or Madam:

We are writing this letter with respect to the formation of Fountain Square II GP, Inc. Please be advised that Fountain Square II GP, LLC hereby gives permission to Fountain Square II GP, Inc., an affiliate, to use a name identical to or similar to its own name.

If you have any questions, please give our legal counsel, Charles H. Carver or Thomas P. McNamara, a call at 813-837-0727. Thank you for your assistance in this matter.

FOUNTAIN SQUARE II GP, LLC

By: 
James W. Lewis, Jr., Manager

Lewis/fountainsg/cor/consent

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