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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Compson BJ Tampa Manager, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	06
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Electronic Filing Menu

Corporate Filing Menu

Help

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**ARTICLES OF INCORPORATION**

**OF**

**COMPSON BJ TAMPA MANAGER, INC.**

(pursuant to Section 607.0202 of the Florida Business Corporation Act)

The undersigned hereby certifies and sets forth:

**FIRST:** The name of the corporation is Compson BJ Tampa Manager, Inc.  
(hereinafter referred to as the "Corporation").

**SECOND:** The mailing address and the street address of the principal office of the Company is c/o Compson Holding Corporation, 980 North Federal Highway, Suite 314, Boca Raton, Florida 33432.

**THIRD:** The Corporation is authorized to issue one thousand (1,000) shares of common stock, par value \$.01 per share.

**FOURTH:** The street address of the initial registered agent of the Corporation is Michael Comparato, c/o Compson Holding Corporation, 980 North Federal Highway, Suite 314, Boca Raton, Florida 33432.

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

Jill Simon-Reisman  
Cooley Godward Kronish LLP  
1114 Avenue of the Americas, 46<sup>th</sup> Floor  
New York, New York 10036

**SIXTH:** A. The purposes of the Corporation shall be limited solely to (i) having a 1% interest as a member in Compson BJ Tampa, LLC, a Florida limited liability company (the "LLC"), (ii) acting, and executing the rights, powers and authority, as a managing

member of the LLC in accordance with the terms of the limited liability company agreement of the LLC, as such agreement may be amended from time to time in accordance with the express terms of such agreement, and (iii) transacting any and all lawful business that is incident, necessary or appropriate to accomplish the purposes of the Corporation as set forth in this Section 6A. The purposes of the LLC are limited solely to (x) acquiring, financing, owning, holding, selling, leasing, transferring, exchanging, operating, managing and otherwise dealing with that certain real property located at 7651 West Waters Avenue Tampa, Florida 33615 (the "Property"), (y) obtaining a loan (the "First Mortgage Loan") from UBS Real Estate Investments Inc. which First Mortgage Loan shall be secured a first priority mortgage upon the Property (the "Mortgage"), and (z) transacting any and all lawful business that is incident, necessary or appropriate to accomplish the purposes of the LLC as set forth in this Section 6A and in the LLC's Articles of Organization. For purposes of these Articles of Incorporation, "Lender" means UBS Real Estate Investments Inc. or any successor in interest to the First Mortgage Loan that is the holder of the Mortgage.

B. Notwithstanding any other provision of these Articles of Incorporation or the By-Laws of the Corporation to the contrary, so long as the First Mortgage Loan is outstanding, the

Corporation may not, without the prior written consent of the Lender, do any of the following:

- (i) engage in any business or activity other than those set forth in these Articles of Incorporation or in the By-Laws; or
- (ii) incur any indebtedness for borrowed money or assume or guaranty any indebtedness, other than the First Mortgage Loan and unsecured trade debt which (1) is not evidenced by a note, (2) is incurred in the ordinary course of business, (3) is payable within sixty

(60) days of the date incurred, and (4) does not exceed the maximum amount provided in the Mortgage at any one time.

C. Notwithstanding any other provision of these Articles of Incorporation or the By-Laws to the contrary, so long as the First Mortgage Loan is outstanding, the Corporation may not do any of the following without the prior written consent of the Lender:

- (i) dissolve or liquidate, in whole or in part;
- (ii) consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any person or entity;
- (iii) amend or cause to be amended any provisions of Section Sixth of these Articles of Incorporation; or
- (iv) take any action that might cause the Corporation to become insolvent.

D. Notwithstanding any other provision of these Articles of Incorporation or the By-Laws to the contrary, so long as the First Mortgage Loan is outstanding, the Corporation shall:

- (i) maintain its books and records separate from any other person or entity;
- (ii) maintain its bank accounts separate from any other person or entity;
- (iii) not commingle its funds and other assets with those of any other person or entity and hold all of its assets in its own name;
- (iv) file its own tax returns;
- (v) 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 person or entity that, directly or indirectly, is in control of, is controlled by or is under common control with the Corporation (an "Affiliate") or any other person or entity and hold its assets in its own name; (as used in this

definition, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, policies or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise);

- (vi) not do any act which would make it impossible to carry on its ordinary business;
- (vii) conduct its own business in its own name;
- (viii) maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- (ix) pay its own liabilities and expenses only out of its own funds;
- (x) as appropriate for the organizational structure of the Corporation, observe all corporate formalities;
- (xi) cause the LLC to maintain an arm's length relationship with its Affiliates and not permit the LLC to enter into transactions or agreements with Affiliates unless they are intrinsically fair and no less favorable to the LLC than would be obtained in a comparable arm's length transaction and on a commercially reasonable basis;
- (xii) pay the salaries of its own employees from its own funds;
- (xiii) maintain a sufficient number of employees in light of its contemplated business operations;
- (xiv) except with respect to the LLC, not guarantee or become obligated for the debts of any other entity or person (other than through the endorsement of checks that it deposits in the ordinary course of its business);
- (xv) except with respect to the LLC, not hold out its credit as being available to satisfy the obligations of any other person or entity;

(xvi) except for its interest as a managing member of the LLC, not acquire the obligations or securities of its Affiliates or owners, including shareholders;

(xvii) not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (except for cash, bank accounts, certificates of deposit and investment-grade securities);

(xviii) 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;

(xix) use separate stationery, invoices and checks bearing its own name;

(xx) not pledge its assets for the benefit of any other person or entity or, except with

respect to the LLC, not hold itself out to be responsible for the debts of any other person or entity; and

(xxi) hold itself out as a separate entity;

(xxii) correct any known misunderstanding regarding its separate identity;

(xxiii) not identify itself as a division or part of any other person or entity;

(xxiv) maintain adequate capital in light of its contemplated business operations;

(xxv) be and remain solvent and pay its debt from its assets as the same shall become due;

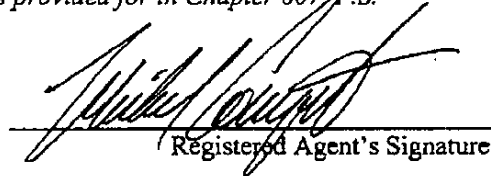
(xxvi) except for its interest as a managing member of the LLC, not acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or other evidence of beneficial ownership of, any entity; and

(xxvii) not hold title to the Corporation's assets other than in the Corporation's name.

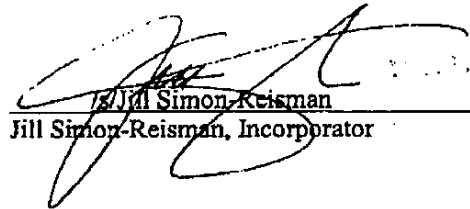
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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.*

  
Registered Agent's Signature

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of January, 2007 and affirms the contents to be true and correct under the penalties of perjury.

  
Jill Simon-Reisman, Incorporator