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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

JACKSON BROWNE MANAGEMENT GROUP, INC.

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Electronic Filing Menu

Corporate Filing Menu

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JACKSON BROWNE MANAGEMENT GROUP, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the Florida corporation shall be: JACKSON BROWNE MANAGEMENT GROUP, INC. ("Corporation").

ARTICLE II.
PRINCIPAL OFFICE

The principal place of business/mailling address of the Corporation is: 1151 Pelican Lane, Hollywood, Florida 33019.

ARTICLE III.
PURPOSE

The purpose for which the Corporation is organized is limited solely to being the managing member of J3JB, LLC, a Florida limited liability company (the "Company"), acting as, and exercising all of the authority of, the managing member of the Company, and transacting of any and all lawful business for which a corporation may be organized under the Florida General Corporation Act that are incident, necessary and appropriate to accomplish the foregoing.

ARTICLE IV.
SHARES

The number of shares of authorized stock of the Corporation is: ONE THOUSAND (1,000).

ARTICLE V.
INITIAL DIRECTORS

| <u>Name of Director</u> | <u>Address of Director</u> |
|-------------------------|--|
| DAVID M. BROWNE | 7700 Congress Avenue, Suite 2206 Boca Raton, FL 33487 |
| JEREMY JACKSON | 1151 Pelican Lane Hollywood Florida 33019 |

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ARTICLE VI.
REGISTERED AGENT

The name of the Corporation's registered agent is: DAVID M. BROWNE and the Florida street address of the Corporation's registered agent is: 7700 Congress Avenue, Suite 2206, Boca Raton, Florida 33487.

ARTICLE VII.
INCORPORATOR

The name of the incorporator is: DAVID M. BROWNE and the street address of the incorporator is: 7700 Congress Avenue, Suite 2206, Boca Raton, Florida 33487.

ARTICLE VIII.
BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors and thereafter may be altered, amended or rescinded as set forth therein. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE IX.
RESTRICTIONS AND LIMITATIONS DURING LOAN TERM

During the term of that certain loan in the original principal amount of \$4,000,000.00 (the "Loan") assumed by the Company, pursuant to that Note and Mortgage Assumption Agreement (the "Assumption Agreement") with LaSalle Bank National Association, in its capacity as Trustee for the Registered Holders of Greenwich Capital Commercial Funding Corp., Commercial Mortgage Trust 2005-GG5-Commercial Mortgage Pass-Through Certificates, Series 2005-GG5 (the "Trust"), together with its successors and/or assigns, ("Lender"), the Corporation shall be restricted and limited in its actions, as follows:

- A. The Corporation is prohibited from incurring indebtedness.
- B. 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.
- C. To the extent required by the documents evidencing and/or securing the Loan (collectively, "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.

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D. The Corporation is required to continue serving in the capacity as the special purpose member of the Company.

E. 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 in its 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;
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 benefits 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 stationary, invoices, and checks bearing its own name;
17. Hold itself out as a separate identity;

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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.

F. Notwithstanding anything contained in this or any other organizational documents to the contrary, any obligation which the 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 the Corporation until, and shall be subject 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 the 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, the Corporation may pay when due (without any acceleration caused by the Corporation) the scheduled obligations due to the Interested Parties of the Corporation.

G. The unanimous consent of all of the Directors is required for the Corporation to cause the Company to:

1. 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;
2. 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;
3. Make any assignment for the benefit of the creditors of the Corporation or the Company; or
4. Take any action in furtherance of 1, 2 or 3 above.

H. The Corporation is prohibited from amending the provisions specified in Article III and Paragraphs A through G and this Paragraph H of this Article IX without the 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.

31st IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this day of January, 2008.



DAVID M. BROWNE, Incorporator

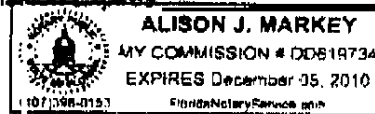
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STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, appeared DAVID M. BROWNE, to me known to be the person described as Incorporator of JACKSON BROWNE MANAGEMENT GROUP, INC., and he acknowledged before me that he executed the same for purposes therein expressed. DAVID M. BROWNE ☒ is personally known to me or ☐ produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of January, 2008.

Alison J. Markey
Notary Public, State of Florida
Print name: Alison J. Markey
Commission No.: _____
My Commission Expires: _____



STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

THE UNDERSIGNED HEREBY ACCEPTS the designation of Registered Agent as set forth in Article VI of these Articles of Incorporation, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida General Corporate Act.

David M. Browne
DAVID M. BROWNE, Registered Agent

The foregoing instrument was acknowledged before me this 1st day of Feb January, 2008, by DAVID M. BROWNE, as Registered Agent. DAVID M. BROWNE ☒ is personally known to me or ☐ produced _____ as identification.

(SEAL)

Alison J. Markey
Notary Public, State of Florida
Print Name: Alison J. Markey
Commission No.: _____
My Commission Expires: _____

