

To:
Subject:

Division of Corporations

From: Patricia Tadlock

Monday, August 17, 2009 3:59 PM Page: 1 of 11

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P08000053569

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

DELLA ROAD DEVELOPMENT, INC.

Certificate of Status	0
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To:
Subject

From: Patricia Tadlock

Monday, August 17, 2009 3:59 PM Page: 2 of 11

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H09000183391 3



August 17, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DELLA ROAD DEVELOPMENT, INC.
7940 VIA DELLAGIO WAY
SUITE 200
ORLANDO, FL 32819

SUBJECT: DELLA ROAD DEVELOPMENT, INC.
REF: P08000053569

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

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

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H09000183391 3

To:
Subject:

From: Patricia Tadlock

Monday, August 17, 2009 3:59 PM Page: 3 of 11

FILED
2009000183391 3
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DELLA ROAD DEVELOPMENT, INC.**

The undersigned Incorporator delivers these Articles of Incorporation in order to form a Corporation under the Florida Business Corporation Act (the "Act").

ARTICLE I
NAME

The name of this Corporation shall be **Della Road Development, Inc.**

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation is located at 7940 Via Dellagio Way, Suite 200, Orlando, FL 32819 and its mailing address is 7940 Via Dellagio Way, Suite 200, Orlando, FL 32819.

ARTICLE III
CORPORATE PURPOSES, POWERS AND RIGHTS

1. The sole purpose for which the Corporation is formed is to own a 1% membership interest in and to act as the Managing Member of **Della Road Development, LLC**, a Florida Limited Liability Company (the "Company") and to engage in any activity and to exercise any powers permitted to corporations under the laws of the State of Florida that are incident, necessary and appropriate to accomplish the foregoing.

2. The office of the Corporation in the State of Florida shall be located in the County of Orange.

3. The aggregate number of shares which the Corporation shall have the authority to issue shall be **10,000** shares of Common Stock, with a par value of \$1.00 per share.

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H09000183391 3

To:
Subject:

From: Patricia Tadlock

Monday, August 17, 2009 3:59 PM Page: 4 of 11

H09000183391 3

4. The Secretary of State of the State of Florida is designated as the agent of the Corporation upon whom process against the Corporation may be served and the address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is 7940 Via Dellagio Way, Suite 200, Orlando, FL 32819.

5. Notwithstanding any other provision of this Certificate of Incorporation and any provision of law that otherwise so empowers the Corporation, so long as the first mortgage (the "First Mortgage") on the real property of the Company is outstanding, the Corporation may not, without the prior written consent of the holder of the First Mortgage, do any of the following:

(a) engage in any business or activity other than those set forth in Paragraph 1 of this Certificate of Incorporation; or

(b) incur any indebtedness or assume or guaranty any indebtedness.

6. So long as the First Mortgage is outstanding, the Corporation may not do any of the following:

(a) dissolve or liquidate, in whole or in part;

(b) consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity;

(c) withdraw as managing member of the Company;

(d) amend or cause to be amended the organizational documents of the Corporation or the Company with respect to changing (i) the sole purpose of the Corporation or the Company, (ii) the separateness covenants contained therein or (iii) the names of the persons responsible for the management of the Corporation and their titles as set forth in Section 10 herein; or

(e) take any action that might cause the Corporation or the Company to become insolvent.

7. So long as the First Mortgage is outstanding, the board of directors of the Corporation (the "Board of Directors") may not do, or cause the Company to do, any of the following without the affirmative vote of 100% of the members of the Board of Directors:

(a) Institute proceedings to be adjudicated bankrupt or insolvent;

H09000183391 3

To:
Subject

From: Patricia Tadlock

Monday, August 17, 2009 3:59 PM Page: 5 of 11

H09000183391 3

(b) consent to the institution of bankruptcy or insolvency proceedings against it;

(c) file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy;

(d) seek or consent to the appointment of a receiver, liquidator, conservator, assignee, trustee, sequestrator, custodian or any other similar official of the Corporation or the Company or a substantial part of its properties;

(e) make any assignment for the benefit of creditors;

(f) admit in writing its inability to pay its debts generally as they become due;

(g) otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;

(h) take any corporate action in furtherance of any of the preceding actions;

(i) engage in transactions with affiliates; or

(j) except as otherwise provided in Paragraph 7(d) hereof, amend the organizational documents of the Corporation or the Company.

8. The Corporation shall, and shall cause the Company to:

(a) maintain books and records separate from any other person or entity;

(b) maintain its bank accounts separate from any other person or entity;

(c) 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;

(d) 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 affiliate or any other person or entity;

(e) not do any act which would make it impossible to carry its ordinary business;

H09000183391 3

H09000183391 3

- (f) conduct its own business in its own name;
- (g) maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- (h) pay its own liabilities and expenses only out of its own funds;
- (i) as appropriate for the organizational structure of the Corporation and the Company, observe all corporate and other organizational formalities;
- (j) maintain an office through which its business will be conducted separate and apart from those of its affiliates and maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
- (k) pay the salaries of its own employees from its own funds;
- (l) maintain a sufficient number of employees in light of its contemplated business operations;
- (m) not guarantee or become obligated for the debts of any other entity or person;
- (n) not hold out its credit as being available to satisfy the obligations of any other person or entity;
- (o) not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
- (p) 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 and investment-grade securities);
- (q) 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;
- (r) use separate stationery, invoices and checks bearing its own name;
- (s) not pledge its assets for the benefit of any other person or entity;
- (t) hold itself out as a separate entity;

H09000183391 3

To:
Subject:

From: Patricia Tadlock

Monday, August 17, 2009 3:59 PM Page: 7 of 11

H09000183391 3

- (u) correct any known misunderstanding regarding its separate identity;
- (v) not identify itself as a division or part of any other person or entity;
- (w) maintain adequate capital in light of its contemplated business operations;
- (x) be and remain solvent and pay its debt from its assets as the same shall become due;
- (y) conduct and operate its business as presently conducted and operated; and
- (z) 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.

9. At all times while the First Mortgage is outstanding the Board of Directors of the Corporation shall consist of the following Directors and Officers holding the positions set forth next to their names:

President & CEO	Charles Whittall
Vice President	Brian Holder
Treasurer	Kathleen Keller
Secretary	Kathleen Keller
Assistant Secretary	Brian S. Holder

10. The President and CEO is hereby granted the authority to exclusively control the Corporation, and is authorized with all requisite corporate power and authority to operate and manage the Corporation for its intended purpose as set forth herein. As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, policies or activities of the Company, whether through ownership of voting securities by contract or otherwise.

H09000183391 3

To:
Subject

From: Patricia Tadlock

Monday, August 17, 2009 3:59 PM Page: 8 of 11

H09000183391 3

11.The Board of Directors of the Corporation shall be required to consider the interests of creditors of the Corporation and the Company in connection with all corporate action.

12.So long as the First Mortgage is outstanding, Charles Whittai shall not be permitted to transfer any direct or indirect ownership interest in the Corporation such that the transferor owns less than a 50% interest in the Corporation.

13.So long as the First Mortgage is outstanding, without the prior written consent of the holder of the First Mortgage and the vote of one hundred percent (100%) of the members of the Board of Directors, the Corporation may not amend, alter, change or repeal Paragraphs 2, 6, 7, 8, 9, 10, 11, 12 or 13 of this Certificate of Incorporation.

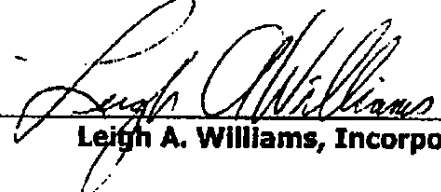
14.Notwithstanding anything herein to the contrary, the Corporation shall be permitted to pledge its membership interest in Della Road Development, LLC as additional collateral for that certain loan associated with the First Mortgage.

ARTICLE IV
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Leigh A. Williams, Esq.
37 N. Orange Avenue
Suite 200
Orlando, FL 32801

Executed this 17 day of August 2009.


Leigh A. Williams, Incorporator

H09000183391 3

To:
Subject:

From: Patricia Tadlock

Monday, August 17, 2009 3:59 PM Page: 9 of 11

H09000183391 3

IN WITNESS WHEREOF, the undersigned does hereby adopt, make and file these Amended & Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, this the 17th day of **August 2009**.



Charles Whittall, President

H09000183391 3

To:
Subject

From: Patricia Tadlock

Monday, August 17, 2009 3:59 PM Page: 10 of 11

H09000183391 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

Della Road Development, Inc. (the "Company"), desiring to organize as a limited liability company under the laws of the State of Florida, has named and designated **Leigh A. Williams** as its Registered Agent to accept service of process within the State of Florida with its registered office located at 37 N. Orange Avenue, Suite 200, Orlando, FL 32801.

ACCEPTANCE OF REGISTERED AGENT

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.

Dated this day of **August 2009**.


Leigh A. Williams
Registered Agent

H09000183391 3

To:
Subject

From: Patricia Tadlock

Monday, August 17, 2009 3:59 PM Page: 11 of 11

H09000183391 3

**CERTIFICATE
OF
DELLA ROAD DEVELOPMENT, INC.**

I Charles Whittall, do hereby certify that the restatement of the of the Articles of Incorporation for Della Road Development, Inc., was adopted by the Board of Directors and that there is no Shareholder approval required to file the Amended & Restated Articles.



Charles Whittall, President

H09000183391 3