

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000256001 3)))



H090002560013ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

\*\*Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.

Email Address: \_\_\_\_\_

FLORIDA PROFIT/NON PROFIT CORPORATION  
NTA INVESTMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

2009 DEC 10 A 11:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

09 DEC 10 PM 4:50

CLERK OF THE COURT  
CLERK OF THE COURT  
CLERK OF THE COURT

12-11-21

⑦

ARTICLES OF INCORPORATION

-of-

NTA INVESTMENTS, INC.

ARTICLE I - Name

The name of this Corporation is NTA INVESTMENTS, INC.

ARTICLE II - Duration

This Corporation shall exist in perpetuity.

ARTICLE III - Purpose

1. The purpose for which this Corporation is organized is limited solely to being the managing member of and exercising all of the authority of, the managing member of PRINCE OF COOPER CITY, LLC, a Florida limited liability company (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 ("Loan") in the original principal sum of \$13,100,000.00 currently held by Wells Fargo Bank, N.A., as Trustee for the Registered Holders of Merrill Lynch Mortgage Trust 2005-LC1, Commercial Mortgage Pass-Through Certificates, Series 2005-LC1, (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 managing member / 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:

- 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 assets with those of any other person or entity and hold all of its assets in its own name;

H09 000256001

FILED  
2009 DEC 10 A 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H09 000856001

- d. Conduct its own business in its own name;
- e. Maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- f. Pay its own liabilities and expenses only out of its own funds;
- g. Observe all corporate and other organizational formalities;
- h. Maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
- i. Pay the salaries of its own employees from its own funds;
- j. Maintain a sufficient number of employees in light of its contemplated business operations;
- k. Not guarantee become obligated for or pledge its assets for the debts or benefit of any other person or entity;
- l. Not hold out its credit as being available to satisfy the obligations of any other person or entity;
- m. Not acquire the obligations or securities of its affiliates or owners, including shareholders;
- n. 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);
- o. 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;
- p. Use separate stationery, invoices, and checks bearing its own name;
- q. Hold itself out as a separate identity;
- r. Correct any known misunderstandings regarding its separate identity;
- s. Not identify itself as a division of any other person or entity;
- t. Maintain adequate capital in light of its contemplated business operations; and
- u. Comply with each of the SPE/separateness covenants set forth in the Loan Documents, as applicable, and the Managing Member or principal of the borrower.

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:

a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceedings; 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;

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

c. Make any assignment for the benefit of the creditors of the Corporation or the Company; or

d. Take any action in furtherance of any of a, b, or c.

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.

#### ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

#### ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4000 Hollywood Blvd., Suite 350-N, Hollywood, Florida 33021 and the name of the initial registered agent of this corporation at that address is: Jeffrey Feinberg.

#### ARTICLE VI - Principal Place of Business

The principal place of business of this corporation shall be:

17395 N. Bay Road, #108  
Sunny Isles Beach, FL 33160

#### ARTICLE VII - Initial Board of Directors

This corporation shall have three (3) Directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Chaim Gidali  
17395 N. Bay Road, #108  
Sunny Isles Beach, FL 33160

David Tepper  
4101 Pine Tree Drive  
Miami Beach, FL 33140

Moses Fried  
4775 Collins Ave., #1608  
Miami Beach, FL 33140

#### ARTICLE VIII - Incorporator

The name and address of the person signing these articles is: Jeffrey Feinberg, Esquire, 4000 Hollywood Blvd., Suite 350-N, Hollywood, Florida 33021.

#### ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-laws be vested in the Board of Directors.

#### ARTICLE X - Powers

Subject to the terms of Article III, this corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XI - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, subject to the terms of item 7 of Article III hereof.

#### ARTICLE XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation, subject to the terms of item 9 of Article III hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of December, 2009.

  
\_\_\_\_\_  
JEFFREY FEINBERG

STATE OF FLORIDA )

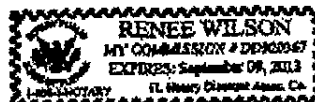
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared Jeffrey Feinberg to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 10th day of December, 2009.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



Jeffrey Feinberg, Esquire  
FBN# 276700  
4000 Hollywood Blvd., Suite 350-N  
Hollywood, FL 33021

409000256001

DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART THEREOF)

Pursuant to Chapter 48.081 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, The name of this corporation is NTA INVESTMENTS, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Hollywood, County of Broward, State of Florida, has named Jeffrey Feinberg, Esquire, located at 4000 Hollywood Blvd., Suite 350-N, Hollywood, County of Broward, State of Florida, as its Registered Agent to accept service of process within this State.

  
\_\_\_\_\_  
Jeffrey Feinberg  
Registered Agent

FILED  
2009 DEC 10 A 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F:\WP\CORPORAT\NTA Investments articles of incorporation-REVISED.wpd

409000256001