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EXAMINER

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Dominion Storage Group, Inc.

**DOCUMENT NUMBER:** P09000100148

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mari-Jo Lewis-Wilkinson

Name of Contact Person

GrayRobinson, P.A.

Firm/ Company

301 S. Bronough Street, Suite 600

Address

Tallahassee, FL 32301

City/ State and Zip Code

lee.bennett@gray-robinson.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lee Bennett

Name of Contact Person

at ( 407 ) 843-8880

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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☐ \$43.75 Filing Fee &  
Certificate of Status

enclosed)

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is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DOMINION STORAGE GROUP, INC.**

The undersigned, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

These Amended and Restated Articles of Incorporation were adopted effective December 16, 2011 by the Board of Directors and all of the Shareholders.

**ARTICLE I - Name**

The name of this Corporation shall be:

DOMINION STORAGE GROUP, INC.

**ARTICLE II - Principal Office**

The address of the principal office and the mailing address of the Corporation is 1257 Queens Harbor Blvd., Jacksonville, Florida 32225 and the mailing address of the Corporation is 13245 Atlantic Blvd., Suite 4-262, Jacksonville, Florida 32225.

**ARTICLE III - Business and Activities**

The Corporation's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project known as \_\_\_\_\_, located in \_\_\_\_\_, \_\_\_\_\_ County, \_\_\_\_\_ (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

**ARTICLE IV - Limitations**

Notwithstanding any other provisions of these Amended and Restated Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Security Instrument (as defined below) remain outstanding and not discharged in full, without the consent of all Directors, the Corporation shall not and no officer or director of the Corporation shall cause the Corporation to:

- (a) engage in any business or activity other than those set forth in Article III;
- (b) borrow money or incur indebtedness other than normal trade accounts payable and lease obligations in the normal course of

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business (subject to the limitations contained in the Security Instrument), or grant consensual liens on its property; except that the Corporation is hereby authorized to obtain financing (the "Loan") as evidenced by a Promissory Note entered by the Corporation and made payable to Goldman Sachs Commercial Mortgage Capital, L.P., a Delaware limited partnership (together with its successors and assigns, "Lender") and a Loan Agreement entered by the Corporation and Lender (as amended, the "Loan Agreement") and secured by the lien on the Property evidenced by a Mortgage, Assignment of Leases and Rents, Collateral Assignment of Property Agreements, Security Agreement and Fixture Filing filed in the official public records of Duval County, Florida for the benefit of Lender (the "Security Instrument"), and to obtain such other indebtedness expressly permitted therein or in the Loan Agreement

(c) dissolve, wind-up or liquidate;

(d) sell or lease, or otherwise dispose of, all or substantially all of its assets;

(e) file a voluntary petition or otherwise initiate proceedings to have the Corporation adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief of the Corporation as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Corporation; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or of all or any substantial part of the properties and assets of the Corporation, or make any general assignment for the benefit of creditors of the Corporation, or admit in writing the inability of the Corporation to pay its debts generally as they become due or declare or effect a moratorium on the Corporation debt or take any action in furtherance of any such action;

(f) amend, modify or alter Articles III, IV, V, VI or VII of these Amended and Restated Articles; or

(g) merge, combine or consolidate with any other entity.

Notwithstanding the foregoing and so long as any obligation secured by the Security Instrument remains outstanding and not discharged in full, neither the officers nor directors of the Corporation shall have any authority to take any action in items (a) through (d), (f) or (g) without (1) the prior written consent of the holder of the Security Instrument and (2) after any

Securitization (as defined in the Loan Agreement) and if requested by the holder of the Security Instrument, confirmation from each of the Rating Agencies (as defined in the Loan Agreement) that such action will not result in the qualification, withdrawal or downgrade of any securities rating assigned in connection with the Loan.

#### **ARTICLE V – Title to Corporation Property**

All property owned by the Corporation shall be owned by the Corporation as an entity and, insofar as permitted by applicable law, no shareholder of the Corporation shall have any ownership interest in any Corporation property in its individual name or right, and each shareholder's ownership interest in the Corporation shall be personal property for all purposes.

#### **ARTICLE VI – Separateness/Operations Matters**

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Corporation, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;

(i) not commingle its assets or funds with those of any other person; and

(j) not assume, guarantee or pay the debts or obligations of any other person.

(k) pay its own liabilities out of its own funds;

(l) pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;

(m) not hold out its credit as being available to satisfy the obligations of others;

(n) not acquire obligations or securities of its partners, members or shareholders;

(o) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;

(p) correct any known misunderstanding regarding its separate identity; and

(q) maintain adequate capital in light of its contemplated business operations.

#### **ARTICLE VII – Subordination of Indemnities**

All indemnification obligations of the Corporation are fully subordinated to any obligations respecting the Property and such indemnification obligations shall in no event constitute a claim against the Corporation if cash flow in excess of amounts necessary to pay obligations under the Loan is insufficient to pay such indemnification obligations.

#### **ARTICLE VIII- Capital Stock**

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 5,000 shares of common voting stock having no par value.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and

when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. The Corporation shall have the right of first refusal if a shareholder desires to sell their shares of common stock before a sale to another person.

#### **ARTICLE IX - Term of Existence**

The effective date upon which this Corporation came into existence was the date of filing of the initial Articles of Incorporation, December 14, 2009, and it shall exist perpetually thereafter unless dissolved according to law.

#### **ARTICLE X - Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 1257 Queens Harbor Blvd., Jacksonville, Florida 32225 and the name of the initial registered agent of this Corporation at that address is Elham N. Smith.

#### **ARTICLE VII - Directors**

A. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

B. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

C. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

D. The name and street address of the current members of the Board of Directors, to hold office until the next annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Elham N. Smith	1257 Queens Harbor Blvd. Jacksonville, Florida 32225
Christian F. Smith	1257 Queens Harbor Blvd. Jacksonville, Florida 32225
Ramin Mahmoodi	1257 Queens Harbor Blvd. Jacksonville, Florida 32225
Maria Mahmoodi	1257 Queens Harbor Blvd. Jacksonville, Florida 32225

E. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

F. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### **ARTICLE XII- Incorporator**

The name and street address of the incorporator signing these Amended and Restated Articles is:

<u>Name</u>	<u>Street Address</u>
Elham N. Smith	1257 Queens Harbor Blvd. Jacksonville, Florida 32225

#### **ARTICLE XIII- Lost or Destroyed Certificates**

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

#### **ARTICLE XIV - Amendment to Articles**

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.



#### **ARTICLE XV - Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in both the Board of Directors and the Shareholders, who may act independently or jointly. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.


#### **ARTICLE XVI - Affiliated Transactions**

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

#### **ARTICLE XVII – Prior Articles and Amendments**

The original Articles and all prior Amendments to the Articles are superseded in their entirety by these Amended and Restated Articles of Incorporation and shall be deemed null and void.

IN WITNESS WHEREOF, the undersigned Incorporator and Director has executed these Amended and Restated Articles of Incorporation this 16 day of December, 2011.

  
\_\_\_\_\_  
Elham N. Smith, Incorporator and Director

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Dominion Storage Group, Inc.

*Elham N. Smith*

Elham N. Smith