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BVCC CORP.**

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ARTICLES OF INCORPORATION
OF
BVCC CORP.

I, the undersigned Incorporator to these Articles of Incorporation, hereby associate myself in the formation of a corporation (the "Corporation") under the laws of the State of Florida, pursuant to the provisions of Chapters 607, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

BVCC CORP.

ARTICLE II

PRINCIPAL OFFICE OR MAILING ADDRESS OF CORPORATION

The principal office or mailing address of the Corporation shall be:

290 N.W. 165TH Street, Suite M-400
Miami, Florida 3319

ARTICLE III

NATURE OF BUSINESS

The objects and purposes to be transacted and carried on by the Corporation are as follows:

1. The nature of the business and of the purposes to be conducted and promoted by the Corporation, is to engage solely in the following activities:

(i) To acquire from Falcoln WHQ, LLC; Boca Village BVC, LLC; and SRG BV Towers, LLC and to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with those certain parcels of real property, together with all improvements thereof, known as Boca Village Corporate Center, the address of which is 4855 Technology Way, Boca Raton, Florida (the "Premises") including, but not limited to, obtaining a loan (as the same may be amended, restated, replaced, supplemented or otherwise modified from time to time), from Principal Life Insurance Company or its successors and assigns ("Lender"), to be evidenced by a secured promissory note, whereby the Corporation promises to repay the amount of such loan to Lender together with all accrued and unpaid interest thereon and all

other obligations and liabilities due or to become due to Lender pursuant to the documents, instruments and agreements executed and delivered in connection with such loan (collectively, the "Loan Documents") and all other amounts, sums and expenses paid by or payable to Lender pursuant to all such documents (collectively, the "Indebtedness");

(ii) To exercise all corporate powers enumerated in the general corporation law of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein;

(iii) Notwithstanding anything to the contrary set forth in subparagraphs (i) and (ii) above, the Corporation, since its formation and thereafter until the Indebtedness is paid in full, will continue: (a) to be organized solely for the purpose of owning the Premises; (b) not engage in any business unrelated to the ownership of the Premises; (c) not to have any assets other than those related to the Premises.

2. Subjection to paragraph 1 of this Article III, the Corporation shall have all of the powers conferred upon a corporation by the laws of the State of Florida, as they are from time to time enacted, or of any other state or country and which are not prohibited by the Florida Business Corporation Act.

3. The objects and purposes specified in these Articles of Incorporation, unless expressly limited therein, shall not be limited or restricted by reference to, or inference from, any provision in this or any other article of these Articles of Incorporation, shall be regarded as independent objects and purposes, and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE IV

AUTHORIZED SHARES

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 1,000 shares of common stock.

The whole or any part of the authorized shares of the Corporation may be issued for such consideration as is permitted under The Florida Business Corporation Act, as same is adopted, from time to time. The Board of Directors of the Corporation is authorized, empowered and responsible to determine the adequacy of the consideration received or to be received by the Corporation for issuance of the shares.

The Board of Directors shall be, by the affirmative vote of a majority of the directors then in office, authorized to issue in the future, shares of stock of more than one class or more than one series with preferences, limitations and relative rights in respect to such classes or series as the Board may determine.

ARTICLE V

TERM OF EXISTENCE

The existence of this Corporation shall commence at the time that these Articles of Incorporation are duly accepted by and filed with the Department of State of the State of Florida.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

501 Brickell Key Drive, Suite 505
Miami, Florida 33131

The Initial Registered Agent of this Corporation at that address is Lynn B. Lewis.

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall consist of not less than 1, nor more than 3, Directors. Upon a two-third's majority vote of the incumbent members of the Board of Directors, the Board of Directors may elect to have staggered terms for membership on the Board of Directors.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until his successors are duly elected or appointed and have qualified is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Alvaro Americo Da Silva	290 N.W. 165 Street, Suite M-400 Miami, Florida 33169

ARTICLE IX

INCORPORATOR

The individual organizing this Corporation and executing these Articles of Incorporation as the Incorporator is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Alvaro Americo Da Silva	290 N.W. 165 Street, Suite M-400 Miami, Florida 33169

ARTICLE X

SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

1. Except as may be provided in any shareholders agreement, no shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power for any or all of the shares of stock.

2. Except as may be provided in any shareholders agreement, no shareholder of the Corporation may transfer or otherwise dispose of his or her shares of stock in this Corporation. No shares of stock in this Corporation may be pledged or hypothecated in any manner.

3. This Corporation shall have the power to enter into, or become a partner in, any agreement for the sharing of profits and losses, union of interests, or joint venture with any person, firm or corporation for the purposes of carrying on any legal business or making any legal investment otherwise permitted for this Corporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power to establish reasonable compensation for its directors, officers and employees and shall have the power to provide one or more of the following additional compensation plans, whether singularly or on behalf of the Corporation or in participation or conjunction with other individuals, partnerships or corporations:

- (a) A pension plan;
- (b) A profit-sharing plan;
- (c) A medical-dental reimbursement plan;
- (d) A stock bonus plan;
- (e) A thrift and savings plan;
- (f) A stock option plan; or
- (d) Other retirement, death benefit or incentive compensation plans.

5. No contract or other transaction between the Corporation and any other person, firm, association, partnership or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association, partnership or corporation. Any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of

the Corporation or in which the Corporation is interested. No person, firm, association, partnership or corporation shall be adversely affected by the fact that any director or directors of the Corporation is or are interested in such contract, account, firm, association, partnership, or corporation. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or herself, or any firm, association, partnership or corporation in which he or she may in any way be interested. The directors, when so interested, shall be counted as present at the Board of Directors meetings, and may vote in such meetings as fully and with the same effect as if not so interested.

6. The Corporation shall have the authority to indemnify any Director, officer or employee, on such terms and for such amounts as the Board of Directors may, by majority resolution, deem reasonable. No such indemnification may be made as to matters of willful misconduct of any such Director, officer or employee. The indemnification terms may include, provided the Board specifically so resolves, attorneys fees and costs of the indemnitee which may either be in the form of a reimbursement or in the Corporation's direct payment of such expenses of the indemnitee. The Corporation is authorized to obtain and pay for insurance to cover this risk.

7. Notwithstanding anything contained herein to the contrary, from the date of its formation and thereafter until the indebtedness is paid in full, the Corporation: (i) will not amend these Articles of Incorporation or the Corporation's bylaws without first obtaining approval of the Lender; (ii) has not and will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation or merger, and, except as otherwise expressly permitted by the Loan Documents, has not and will not engage in, seek or consent to any asset sale or transfer of shareholder interests; (iii) without the unanimous consent of all of the directors, the Corporation has not and will not with respect to itself or, if applicable, to any other corporation, limited partnership, general partnership, limited liability company, or trust (each, an "Entity") in which the Corporation has a direct or indirect legal or beneficial ownership interest (a) file a bankruptcy, insolvency or reorganization petition or otherwise institute insolvency proceedings or otherwise seek any 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 such Entity or all or any portion of such Entity's properties; (c) make any assignment for the benefit of such Entity's creditors; or (d) take any action that might cause such Entity to become insolvent, (iv) has and will have no indebtedness other than the indebtedness and commercially reasonable unsecured trade payables in the ordinary course of business relating to the ownership and operation of the Premises which are paid within sixty (60) days of the date incurred, (v) has not and will not assume or guarantee or become obligated for the debts of any other person or Entity or hold out its credit as being available to satisfy the obligations of any other person or Entity, except for the indebtedness, (vi) has not and will not pledge its assets for the benefit of any other person or Entity, and (vii) has not and will not make loans to any person or Entity.

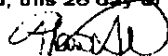
8. Notwithstanding anything contained herein to the contrary, any indemnification of the Corporation's directors and officers shall be fully subordinated to any obligations respecting the Premises (including, without limitation, the mortgage securing the indebtedness, and such indemnification shall not constitute a claim against the Corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

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9. Notwithstanding anything contained herein to the contrary, in order to preserve and ensure its separate and distinct corporate identity, the Corporation, since its formation and thereafter until the Indebtedness is paid in full: (i) has not and will not fail to correct any known misunderstanding regarding the separate identity of any Entity; (ii) has maintained and will maintain its accounts, books and records separate from any other person or Entity, other than in connection with the ownership, management and operation of the Premises; (iii) has maintained and will maintain its books, records, resolutions and agreements as official records; (iv) has not commingled and will not commingle its funds or assets with those of any other person or Entity, other than in connection with the ownership, management and operation of the Premises; (v) has held and will hold its assets in its own name, other than in connection with the ownership, management and operation of the Premises; (vi) has conducted and will conduct its business in its name; (vii) has maintained and will maintain its financial statements, accounting records and other Entity documents separate from any other person or Entity, other than in connection with the ownership, management and operation of the Premises; (viii) has paid and will pay its own liabilities out of its own funds and assets; (ix) has observed and will observe all corporate formalities, other than in connection with the ownership, management and operation of the Premises; (x) has maintained and will maintain an arms-length relationship with any person or Entity directly or indirectly controlling, controlled by, or under common control with the Corporation or any person or Entity owning a material interest in the Corporation, either directly or indirectly (collectively, the "Affiliates"); (xi) has not acquired and will not acquire obligations or securities of its beneficial owners or shareholders; (xii) has allocated and will allocate fairly and reasonably shared expenses, including, without limitation, shared office space and uses separate stationery, invoices and checks; (xiii) has held and identified itself and will hold itself out and identify itself as a separate and distinct Entity under its own name and not as a division or part of any other person or Entity; (xiv) has not and will not identify its shareholders or any Affiliates as a division or part of it; (xv) has not entered and will not enter into or be a party to, any transaction with its shareholders or its Affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arms-length transaction with an unrelated third party; (xvi) has paid and will pay the salaries of its own employees from its own funds; and (xvii) has maintained and will maintain adequate capital in light of its contemplated business operations.

The undersigned has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 26 day of September 2011.



Alvaro Americo Da Silva
Incorporator

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DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT
FOR
BVCC CORP.


In pursuance of Chapters 48 and 607, Florida Statutes, BVCC CORP., having filed its Articles of Incorporation contemporaneously herewith, with its Registered Office as indicated therein at 501 Brickell Key Drive, Suite 505, Miami, Florida 33131, has named Lynn B. Lewis located thereat as its Registered Agent to accept service of process within this state.

BVCC CORP.

By: 

Alvaro Americo Da Silva
Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Lynn B. Lewis
Registered Agent

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