

# P12000096370

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

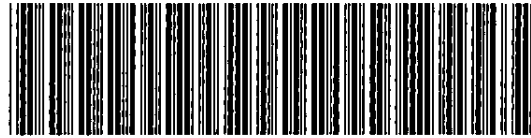
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000241784020

11/19/12--01026--022 \*\*87.50

12 NOV 20 PM 10:26  
FALLABACK EDITION 6A

*π* 11/21/12

EFFECTIVE DATE 11/26/12

## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Dadeland Parcel D Manager, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM:

Michael Northrop  
Name (Printed or typed)

14 NE 1st Ave, Penthouse  
Address

Miami, FL 33132  
City, State & Zip

(305) 807 9412  
Daytime Telephone number

Mike Northrop@msn.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
DADELAND PARCEL D MANGER, INC.  
[For Profit Corporation]

The undersigned Incorporator, for the purposes of forming a for profit corporation pursuant to Chapter 607, Florida Statutes (the Florida Business Corporations Act), does hereby make, adopt and file these Articles of Incorporation.

ARTICLE I  
NAME

The name of the Corporation is "Dadeland Parcel D Manager, Inc."

ARTICLE II  
EFFECTIVE DATE

The effective date of the formation of this Corporation is November 26, 2012.

ARTICLE III  
INCORPORATOR NAME AND ADDRESS

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

Luis Lamar  
8950 SW 74th Court, Suite 1803  
Miami, Florida 33156

ARTICLE IV  
PRINCIPAL OFFICE / MAILING ADDRESS

The street address and mailing address of the Corporation's principal office in the State of Florida is:

8950 SW 74th Court, Suite 1803  
Miami, Florida 33156

ARTICLE V  
REGISTERED AGENT NAME AND ADDRESS

The name and address of the Corporation's registered agent to receive service of process is:

Luis Lamar, Registered Agent  
Dadeland Parcel D Manager, Inc.  
8950 SW 74th Court, Suite 1803  
Miami, Florida 33156

EFFECTIVE DATE 11/26/12

FILED  
11 NOV 23 PM 12:26  
CLERK OF CIRCUIT COURT  
DADE COUNTY, FLORIDA

ARTICLE VI  
PURPOSE

The purpose of the Corporation shall be limited to serving as the sole managing member of Dadeland Parcel D LLC, a Florida limited liability company (the "Company"), and activities incidental thereto. So long as any indebtedness of the Company incurred in favor of Ladder Capital Finance LLC or its successors and assigns ("Lender") ("Lender Indebtedness") shall remain outstanding, the Corporation shall be prohibited from (A) engaging in any business or activity other than owning an interest in the Company and acting as the managing member of the Company, (B) owning any asset or property other than its interests in the Company and incidental personal property necessary for the ownership of such interest, and/or (C) incurring indebtedness of any kind, secured or unsecured, direct or contingent (including guaranteeing any obligation) other than unsecured trade payables incurred in the ordinary course of business related to the ownership of its interest in the Company and provided such unsecured trade payables (i) do not exceed at any one time \$10,000.00, and (ii) are paid within thirty (30) days after the date incurred.

ARTICLE VII  
INDEPENDENT DIRECTOR

So long as any Lender Indebtedness shall remain outstanding, the Board of Directors of the Corporation shall include at least one Independent Director, and no Independent Director may resign or be removed or replaced except and unless the Corporation shall have provided Lender with not less than fifteen (15) days prior notice of such resignation, removal or replacement, together with a statement as to the reasons for such resignation, removal or replacement, the identity of the replacement Independent Director and a certification that such replacement Independent Director satisfies the requirements set forth herein relating to an Independent Director; provided, further, no resignation or removal of an Independent Director, and no appointment of a successor Independent Director, shall be effective until such successor shall have executed a counterpart to the these Articles of Incorporation in the Independent Director Acknowledgment block set forth below. Notwithstanding anything to the contrary, in the event there shall occur a vacancy in the position of Independent Director, the stockholders of the Corporation shall, subject to the immediately preceding sentence, appoint a successor Independent Director as soon as practicable. As used herein, the term "Independent Director" shall mean a natural person who (A) is provided to the Corporation by, has at least three (3) years prior experience being employed by, and continues to be employed by, a nationally recognized professional service company (hereafter defined) as an independent director, independent manager or independent member, and (B) is not, and has never been, and will not be while serving as an Independent Director of the Corporation, any of the following: (i) a stockholder, director, member, manager, officer, employee, partner, attorney or counsel of the Corporation or the Company or any affiliate of the Corporation or the Company; (ii) a supplier, service provider, creditor, customer or other person who derives revenues or purchases from its activities with the Corporation or the Company or any affiliate of the Corporation or the Company; (iii) a member of the immediate family of, or an officer or employee of, or a direct or indirect interest holder or equity holder of, or person otherwise affiliated with, the Corporation or the Company, or any affiliate of the Corporation or the Company, or any director, member,

EFFECTIVE DATE 11/26/12

manager, officer, employee, partner, counsel, supplier, service provider, creditor, customer or other Person as described in the (i) and (ii) above; or (iv) a Person controlling, controlled by or under common control with any of the foregoing described in (i), (ii) or (iii) above; provided, however, and notwithstanding anything to the contrary, no individual shall be disqualified as an Independent Director solely as a consequence of his or her having served, currently serving or hereafter serving as an independent director, independent member or independent manager of any of the foregoing. As used in this Article, a "nationally recognized professional service company" means and includes Corporation Services Company, CT Corporation, National Registered Agents, Inc., Stewart Management Company, Wilmington Trust Company, Lord Securities Corporation or, if none of those companies is then providing professional Independent Directors, another nationally-recognized company reasonably approved by Lender that provides professional independent directors, independent managers and independent members in the ordinary course of business. As used herein, the term "Person" shall mean any individual, corporation, partnership, joint venture, limited liability company, estate, trust, unincorporated association, any federal, state, county or municipal government or any bureau, department or agency thereof and any fiduciary acting in such capacity on behalf of any of the foregoing. As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management, policies or activities of a Person, whether through ownership of voting securities, by contract or otherwise and the term "controlled" and "controlling" shall have a correlative meaning.

#### ARTICLE VIII INTERNAL AFFAIRS

So long as any Lender Indebtedness shall remain outstanding, the following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors, including the Independent Director, is required to take or cause the Company to take any of the following actions:

- (a) causing the Corporation or the Company to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation or the Company under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation or the Company adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Company;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or the Company of its debts under any federal or state law relating to bankruptcy;
- (f) seeking or consenting 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 the properties of the Corporation or the Company;

EFFECTIVE DATE 11/26/12

(g) making any assignment for the benefit of the Corporation's or the Company's creditors;

(h) admit in writing the Corporation's or the Company's inability to pay its debts generally as they become due;

(i) declare or effectuate a moratorium on the payment of any of the Corporation's or the Company's obligations; or

(j) taking any action or causing the Corporation or the Company to take any action in furtherance of any of the foregoing.

2. The Corporation shall not do any of the following without the consent of Lender:

(a) amend these Articles of Incorporation;

(b) engage in any business activity other than as set forth in Article VI;

(c) withdraw as the sole managing member of the Company;

(d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets or cause the Company to dissolve, liquidate, consolidate, merge, or sell all or substantially all of its assets;

(e) transfer its interest or a portion thereof in the Company; or

(f) upon the commencement of a voluntary or involuntary bankruptcy proceeding by or against the Corporation or the Company, seek a supplemental stay or otherwise pursuant to Section 105 or any other provision of Title 11, United States Code, or any other debtor relief law (whether statutory, common law, case law, or otherwise) of any jurisdiction whatsoever, now or hereafter in effect, which may be or become applicable, to stay, interdict, condition, reduce or inhibit the ability of Lender to enforce any rights of Lender against any guarantor or indemnitor of the secured obligations or any other party liable with respect thereto by virtue of any indemnity, guaranty or otherwise.

3. The Corporation shall, and the Corporation shall require the Company to:

(a) not commingle its assets with those of any other entity and hold its assets in its own name;

(b) conduct its own business in its own name;

(c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;

(d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;

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

(f) maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations; provided, the foregoing shall not require that the Corporation or any stockholder of the Corporation or member of the Company contribute additional capital or make loans to the Corporation or the Company;

- (g) observe all corporate or other organizational formalities;
- (h) maintain an arm's length relationship with its affiliates;
- (i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- (j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (k) not acquire obligations or securities of affiliates or stockholders;
- (l) not make loans to any other person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices, and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity;
- (q) not identify itself or any of its affiliates as a division or part of the other; and
- (r) file its own tax returns.

#### ARTICLE IX STOCK

The total number of shares which the Corporation shall have authority to issue is 100 shares of Common Stock, par value \$0.01 per share. The sole stockholder of the Corporation shall be Dadeland Holding Co., LLC, a Florida limited liability company ("Stockholder").

#### ARTICLE X DIRECTORS AND OFFICERS

Except as provided and required by Article VIII, the Stockholder is authorized to appoint and remove directors and officers of the Corporation in accordance with Chapter 607, Florida Statutes.

#### ARTICLE XI BY-LAWS

The Stockholder is expressly authorized to adopt, amend, or repeal by-laws of the Corporation; provided, no such by-law shall contradict or supersede the rights, requirements and obligations set forth in these Articles of Incorporation.

ARTICLE XII  
DIRECTOR AND OFFICER DUTIES AND LIABILITY

Each Independent Director, when voting with respect to any of the matters set forth in these Articles of Incorporation or otherwise exercising his or her rights or performing his or her duties under these Articles of Incorporation and the Corporation's other governing documents, (i) shall, to the fullest extent permitted by law and notwithstanding any duty existing at law or equity, consider only the interests of the Company, including Lender and the Company's other creditors (and excluding all other interests of the Corporation and all interests of all other affiliates of the Corporation or the Company), and (ii) subject to the immediately preceding clause (i), shall have a fiduciary duty of loyalty and care as provided for a director of a business corporation organized under Chapter 607, Florida Statutes, as same may be amended. Each director or officer of the Corporation that is not an Independent Director, in exercising his or her rights and performing his or her duties under these Articles of Incorporation and the Corporation's other governing documents, shall have a fiduciary duty of loyalty and care as imposed by the Florida Business Corporations Act, as same may be amended; provided, to the fullest extent permitted by law, no director or officer of the Corporation that is not an Independent Director shall be personally liable to the Corporation or its stockholders for any monetary damages resulting from any breach of such fiduciary duty of loyalty and care. Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE XIII  
INDEMNIFICATION CLAIMS

So long as any Lender Indebtedness shall remain outstanding, any and all Corporation obligations to indemnify its directors and officers shall be fully subordinate to the Lender Indebtedness and shall not constitute a claim against the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 16<sup>th</sup> day of November, 2012, and I affirm that the facts stated herein are true.

  
\_\_\_\_\_  
Luis Llanos  
Incorporator

12 NOV 20 PM 12:26  
FALLING STAR ELLIOTT  
FALLING STAR ELLIOTT

EFFECTIVE DATE 11/26/12



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for Dadeland Parcel D Manager, Inc., at the place designated in these Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with, and accepts, the obligations of its position as registered agent as provided for in section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Luis Lamar

NOVEMBER 16, 2012  
Date

12 NOV 20 PM 10:26  
TALLAHASSEE, FLORIDA