

P/4000068/40

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

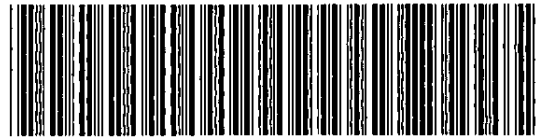
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CLERK OF THE
COURT
2014 AUG 12 PM 4:26
TO ACQUAINTANCE
SUFFICIENTLY FILING

FILED
14 AUG 12 AM 11:27
CLERK OF THE COURT
FLORIDA

W14-49363

08/15/14



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 14, 2014

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: VANDERBILT SQUARE MANAGEMENT, INC.
Ref. Number: W14000049363

*Please keep
original file date.*

RECEIVED
DEPARTMENT OF STATE
14 AUG 14 PM 2:44

We have received your document for VANDERBILT SQUARE MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

You must list at least one incorporator with a complete business street address.

Please accept our apology for failing to mention this in our previous letter.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 114A00017335



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

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DEPARTMENT OF STATE
14 AUG 13 PM 4:01

August 13, 2014

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: VANDERBILT SQUARE MANAGEMENT, INC.
Ref. Number: W14000049363

We have received your document for VANDERBILT SQUARE MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Registered Agent Name/Address is transposed in Article VIII. Please verify this information.

You must list at least one incorporator with a complete business street address.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 114A00017335

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14 AUG 12 AM 11:27
TALLAHASSEE, FL

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

VANDERBILT SQUARE MANAGEMENT

INC

Signature _____

Requested by: Seth

08/13/14

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

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CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VANDERBILT SQUARE MANAGEMENT, INC.

ARTICLE I – NAME

The name of this corporation is Vanderbilt Square Management, Inc. (Corporation).

ARTICLE II – DURATION

This corporation shall have perpetual existence commencing on the date of this filing of this Articles with the Department of State.

ARTICLE III – LIMITED PURPOSE

Notwithstanding any provision hereof to the contrary, the following shall govern: 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 be the managing member of Vanderbilt Commercial Group, LLC, which owns a certain parcel of real property, together with all improvements located at 6425 U.S. Highway 19, the City of New Port Richey, State of Florida, commonly known as Vanderbilt Square (the "Property").

(ii) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

(iii) To exercise all powers enumerated in the General Corporation Law of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE IV – PROHIBITED ACTIVITIES

Notwithstanding any provision hereof to the contrary and for so long as a mortgage lien exists on any portion of the Property, the following shall govern:

(i) The Corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property and shall not incur, assume, or guaranty any other indebtedness.

(ii) The Corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors.

(iii) For so long as a mortgage lien exists on any portion of the Property, no material amendment to the corporation's certificate of incorporation or to the By-Laws may be made

without first obtaining approval of the mortgagees holding first mortgages on any portion of the Property.

ARTICLE V – SEPARATENESS COVENANTS

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary and for so long as a mortgage lien exists on any portion of the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in this Articles of Incorporation, the Corporation shall conduct its affairs in accordance with the provisions set forth herein below. The Corporation shall, and the directors of the Corporation shall cause the Corporation to:

(i.) Not own any asset or property other than (A) the Property, and (B) incidental personal property necessary for the ownership, management or operation of the Property;

(ii.) Not engage in any business or activity other than the acquisition, ownership, management and operation of the Property and the Corporation will conduct and operate its business as presently conducted and operated;

(iii.) Not enter into any contract or agreement with any affiliate of the Corporation, any constituent party of the Corporation or any affiliate of any constituent party, except upon terms and conditions that are intrinsically fair, commercially reasonable, and no less favorable to it than those that would be available on an arm's-length basis from an unrelated third party;

(iv.) Not incur any indebtedness other than (i) the debt evidenced by the first mortgage lien on the Property (the "Debt") and (ii) unsecured trade payables and operational debt not evidenced by a note and in an aggregate amount not exceeding one percent (1%) of the original principal amount of the note evidencing the debt secured by the Property at any one time; provided that any indebtedness incurred pursuant to clause (ii) shall be (A) outstanding not more than sixty (60) days and (B) incurred in the ordinary course of business. No indebtedness, other than the Debt, may be secured (senior, subordinate or pari passu) by the Property;

(v.) Not make any loans or advances to any other person (including any affiliate of the Corporation, any constituent party of the Corporation or any affiliate of any constituent party), and not acquire obligations or securities of its affiliates;

(vi.) Will do and cause to be done, all things necessary to observe its organizational formalities and preserve its existence;

(vii.) Will not terminate or fail to comply with the provisions of its organizational documents;

(viii.) Not amend, modify or otherwise change, its organizational documents;

(ix.) Maintain all of its books, records, financial statements and bank accounts separate from those of its affiliates and any other person and not permit its assets to be listed as assets on the financial statement of any other person;

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HARRIS COUNTY CLERK
JULIA A. HARRIS

(x.) File its own tax returns (to the extent the Corporation was or is required to file any tax returns) and not file a consolidated federal income tax return with any other person;

(xi.) Maintain its books, records, resolutions and agreements as official records;

(xii.) Hold itself out to the public as, a legal entity separate and distinct from any other entity (including any affiliate of the Corporation or any constituent party of the Corporation) and correct any known misunderstanding regarding its status as a separate entity;

(xiii.) Conduct business in its own name and not identify itself or any of its affiliates as a division or department or part of the other;

(xiv.) Maintain and utilize separate stationery, invoices and checks bearing its own name;

(xv.) 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;

(xvi.) Not, nor shall any constituent party of the Corporation, seek or effect the liquidation, dissolution, winding up, consolidation or merger, in whole or in part, of the Corporation, any sale or other transfer of all or substantially all of its assets or any sale or other transfer outside the ordinary course of business;

(xvii.) Not commingle funds or other assets of the Corporation with those of any affiliate or constituent party or any other person, and has held and will hold all of its assets in its own name;

(xviii.) Maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliate or constituent party or any other person;

(xix.) Not assume, guarantee or become obligated for the debts of any other person and does not and will not hold itself out to be responsible for or have its credit available to satisfy the debts or obligations of any other person.

(xx.) not permit any affiliate or constituent party independent access to its bank accounts;

(xxi.) remain solvent and pay its own liabilities and expenses, including the salaries of its own employees (if any) from its own funds, and maintain a sufficient number of employees (if any) in light of its contemplated business operations;

(xxii.) compensate each of its consultants and agents from its funds for services provided to it and pay from its assets all obligations of any kind incurred;

(xxiii.) not, without the unanimous consent of all of its directors or managers, as applicable, (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

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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 or for all or any portion of the Corporation's assets or properties, (C) take any action that might cause such entity to become insolvent, (D) make any assignment for the benefit of the Corporation's creditors, (E) admit in writing such entity's inability to pay its debts generally as they become due, (F) declare or effectuate a moratorium on the payment of any obligations, or (G) take any action that might cause the Corporation to become insolvent;

(xxiv.) maintain an arm's-length relationship with its affiliates;

(xxv.) allocate fairly and reasonably for any overhead expenses that are shared with any affiliate, including shared personnel and shared office space;

(xxvi.) not, except in connection with the loan evidenced by the first lien mortgage on the Property, pledge its assets or properties for the benefit of any other Person;

(xxvii.) consider the interests of the Corporation's creditors in connection with all actions;

(xxviii.) not, except in connection with the first mortgage loan, have any of its obligations guaranteed by any affiliate;

For the purposes of this Article V, the following terms shall have the following meanings:

"affiliate" means, as to any person, any other person that (i) directly or indirectly, owns ten percent (10%) or more of legal, beneficial or economic interests in such person, (ii) is in control of, is controlled by or is under common ownership or control with such person, (iii) is a director or officer of such person or of an affiliate of such person and/or (iv) is the spouse, issue or parent of such person or of an affiliate of such person. As used in this definition, 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 terms "controlled" and "controlling" shall have correlative meanings.

"person" means any individual, corporation, partnership, limited liability company, joint venture, estate, trust, unincorporated association, any other entity, any governmental authority and any fiduciary acting in such capacity on behalf of any of the foregoing.

ARTICLE VI – CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE VII – PRE EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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CLERK OF DISTRICT COURT
JULIA A. BROWN, CLERK
DISTRICT COURT
JULIA A. BROWN, CLERK

ARTICLE VIII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 325 5th Street South, St. Petersburg, Florida 33701, and the name of the initial registered agent of this corporation at that address is David J. Sockol, Sockol & Associates, P.A.

ARTICLE IX – INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name(s) and addresses of the initial Board of Directors of the corporation is:

Steve Cuculich
1611 Renaissance Way
Tampa, FL 33602
Email: stevencucu@yahoo.com

John Rueda
3373 Crescent Oaks Blvd.
Tarpon Springs, FL 34688
Email: johncrueda@gmail.com

ARTICLE X – INCORPORATORS

The name and address of the Incorporator signing these articles is: David J. Sockol, 325 5th Street, South, St. Petersburg, FL 33701.

ARTICLE XI – INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

“Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property, including, without limitation the first mortgage on the Property, and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.”

ARTICLE XII – AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

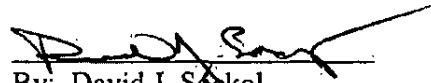
ARTICLE XIII – PRINCIPAL OFFICE ADDRESS

The initial Principal Office Address of the company is 3373 Crescent Oaks Blvd, Tarpon Springs, FL 34688.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of the 12th day of August, 2014.

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INCORPORATION
FLORIDA

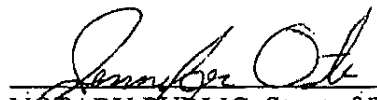
Capital Services


By: David J. Sockol
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Sockol, Incorporator of Vanderbilt Square Management Inc., known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 12th day of August, 2014.


NOTARY PUBLIC, State of Florida at Large

My commission expires:



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COUNTY OF PINELLAS
FLORIDA

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is: Vanderbilt Square Management, Inc.

2. The name and address of the registered agent and office is:

David J. Sockol
Sockol & Associates, P.A.
325 5th Street South
St. Petersburg, FL 33701

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ST. PETERSBURG, FL
CLERK OF COURT

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.

