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FLORIDA PROFIT/NON PROFIT CORPORATION
DHANYA OF MIAMI INC.

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T. SCOTT

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**ARTICLES OF INCORPORATION
OF
DHANYA OF MIAMI INC.**

15 FEB 23 PM 12:00

ARTICLE I. NAME

The name of the corporation is
DHANYA OF MIAMI INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business address and mailing address of this Corporation shall be:
10315 USA Today Way
Miramar, FL 32025

ARTICLE III. PURPOSE

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

ARTICLE IV. TERM OF EXISTENCE

The Corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. SHARES

The share of the Corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The address of the initial registered office of this Corporation is 2295 NW Corporate Boulevard, Suite 235, Boca Raton, FL 33431. The registered agent is Lloyd Granet, P.A.

ARTICLE VII. LIMITATIONS.

Notwithstanding any other provisions of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Mortgage (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 business (subject to the limitations contained in the Mortgage), or grant consensual liens on its property; except that the Corporation is hereby authorized to obtain financing secured by the lien on the Property evidenced by a Mortgage and Security Agreement filed in the official public records of Broward County, Florida (the "Mortgage") for the benefit of Rialto Mortgage Finance, LLC, a Delaware limited liability company (the "Lender"), and to obtain such other indebtedness expressly permitted therein or in the documents related to the Mortgage;
- (c) dissolve, wind-up or liquidate;

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- (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, VII, VIII, IX and X of these 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 VIII. 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 IX. 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;

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- (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 X. 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 XI. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law, provided that while the Note to Lender or its successors remains unpaid, Articles III, VII, VIII, IX and X may not be amended without the consent of the Lender. Any right conferred on the shareholders is subject to this reservation.

In witness whereof, the undersigned as Incorporator, has executed these Articles of Incorporation on the date set out below.

LLOYD GRANET, P.A.

Lloyd Granet, President

Date: 2-23-15

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 607 and/or 621 Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: DHANYA OF MIAMI INC.
2. The name and address of the registered agent and office is: Lloyd Granet, P.A., 2295 NW Corporate Boulevard, Suite 235, Boca Raton, FL 33431.

INCORPORATOR:

LLOYD GRANET, P.A.

Print Name: Lloyd Granet, President

DATE: 2-23-15

HAVING BEEN NAMED AS REGISTERED AGENT 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.

LLOYD GRANET, P.A.

Print Name: Lloyd Granet, President

DATE: 2-23-15

LLOYD GRANET, P.A.
Attorney at Law
2295 NW Corporate Boulevard, Suite 235
Boca Raton, FL 33431

Tel. (561) 999-9300

Fax (561) 999-9400
lboros@granetlaw.com

PISOWW 17825

February 24, 2015

Sent via fax - 850 245-6804

Attn: Tyrone Scott
Florida Department of State

Re: Dhanya of Miami Inc.
Fax Audit Number: H15000046719 3

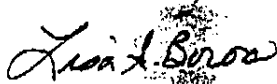
Dear Tyrone:

The Articles of Incorporation for the referenced entity were sent in yesterday (02/23/15) via fax. The Articles contain an incorrect zip code in Article II, the Principal Office. The correct address is:

10315 USA Today Way
Miramar, FL 33025

Please make this correction and call us if you need any additional information. Thank you and have a great day!

Yours truly,



Lisa S. Boros
Legal Assistant

LSB/

«matter_number»/«document_id»/«document_number»

Orlando Office:
Granet & Oliver P.L.L.C.
11513 Lake Underhill Road
Orlando, FL 32825
Tel: 407-249-5050 Fax: 407-249-5008