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SECRETARY OF STATE
TALLAHASSEE, FL

2020 SEP -9 PM12:54

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SEP 1

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**CORPORATE
ACCESS,
INC.**

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236 East 6th Avenue, Tallahassee, Florida 32303
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PICK UP: 09/09/2020

XX **CERTIFIED COPY** ARTS AND AMENDS

☐ **PHOTOCOPY** _____

XX **CUS** GOOD STANDING

☒ **FILING** Articles

1. OIBC MANAGER, INC.

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

COVER LETTER

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

SUBJECT: OIBC 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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Kevin A. Denti, Esquire

Name (Printed or typed)

2180 Immokalee Road - Suite #316

Address

Naples, Florida 34110

City, State & Zip

239-260-8111

Daytime Telephone number

kdenti@dentilaw.com

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

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

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

2020 SEP -9 PM12: 54

ARTICLE I NAME

The name of the corporation shall be: OIBC Manager, Inc.

SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE II PRINCIPAL OFFICE

Principal ~~street~~ address
23421 Walden Center Drive
Suite #300
Estero, Florida 34134

Mailing address, if different is:
23421 Walden Center Drive
Suite #300
Estero, Florida 34134

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: to engage in all lawful businesses
authorized by Florida law.

See Attached Sheet

ARTICLE IV SHARES

The number of shares of stock is: 1,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Walter S. Hagenbuckle-President Name and Title: Walter S. Hagenbuckle-Director

Address: 23421 Walden Center Drive Address: 23421 Walden Center Drive
Suite #300 Suite #300
Estero, Florida 34134 Estero, Florida 34134

Name and Title: Michael Davis-Vice President Name and Title: Michael Davis-Director

Address: 23421 Walden Center Drive Address: 23421 Walden Center Drive
Suite #300 Suite #300
Estero, Florida 34134 Estero, Florida 34134

Name and Title: Susana Davis-Secretary Name and Title: Susana Davis-Treasurer

Address: 23421 Walden Center Drive Address: 23421 Walden Center Drive
Suite #300 Suite #300
Estero, Florida 34134 Estero, Florida 34134

Name and Title: Susana Davis-Director Name and Title: _____

Address 23421 Walden Center Drive Address: _____

Suite #300 _____

Esteros, Florida 34134 _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Kevin A. Denti, Esquire

Address: 2180 Immokalee Road - Suite #316

Naples, Florida 34110

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Kevin A. Denti, Esquire

Address: 2180 Immokalee Road - Suite #316

Naples, Florida 34110

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____. (OPTIONAL.)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

[Signature]

Required Signature/Registered Agent

8/4/20

Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

[Signature]

Required Signature/Incorporator

8/4/20

Date

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2020 SEP -9 PM12:54
SECRETARY OF STATE
TALLAHASSEE, FL

ADDITIONAL SHEET

1. The following provisions shall be added to the end of Article III:

Notwithstanding the foregoing, the corporation shall be considered a Special Purpose Bankruptcy Remote Entity. For purposes hereof, a "Special Purpose Bankruptcy Remote Entity" means a corporation which at all times since its formation and at all times thereafter:

- (i) was and will be organized solely for the purpose of acting as the manager of **ORLANDO INTERNATIONAL BUSINESS CENTER LLC**, a Florida limited liability company ("Company"), which owns the real property located at 5730-5892 South Semoran Boulevard, Orlando Florida ("Property");
- (ii) has not engaged and will not engage in any business unrelated to acting as the manager of the Company;
- (iii) has not had and will not have any assets other than those related to its membership interest in the Company;
- (iv) has not engaged, sought or consented to and will not engage in, seek or consent to any dissolution, winding up, division, liquidation, consolidation, merger, division, asset sale (except as expressly permitted by these Articles of Incorporation), transfer of membership interests or the like, or amendment of these Articles of Incorporation;
- (v) has not caused or allowed and will not cause or allow the board of directors to take any action requiring the unanimous affirmative vote of 100% of the members of the board of directors unless all of the directors shall have participated in such vote;
- (vi) has not, and without the unanimous consent of all of its directors will not, with respect to the corporation or to any other entity in which it 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 the corporation or for all or any portion of the corporation's properties; (C) make any assignment for the benefit of the corporation's creditors; or (D) take any action that might cause the corporation to become insolvent;
- (vii) has remained and intends to remain solvent and has maintained and intends to maintain adequate capital in light of its contemplated business operations;
- (viii) has not failed and will not fail to correct any known misunderstanding regarding the separate identity of the corporation;

- (ix) has maintained and will maintain its accounts, books and records separate from any other Person and will file its own tax returns;
- (x) has maintained and will maintain its books, records, resolutions and agreements as official records;
- (xi) has not commingled and will not commingle its funds or assets with those of any other Person;
- (xii) has held and will hold its assets in its own name;
- (xiii) has conducted and will conduct its business in its name,
- (xiv) has maintained and will maintain its financial statements, accounting records and other entity documents separate from any other Person;
- (xv) has paid and will pay its own liabilities, including the salaries of its own employees, out of its own funds and assets;
- (xvi) has observed and will observe all corporate formalities;
- (xvii) has maintained and will maintain an arm's-length relationship with its Affiliates;
- (xviii) has and will have no indebtedness other than unsecured trade payables in the ordinary course of business relating to acting as a member of the Company which:
(1) do not exceed, at any time, \$10,000; and (2) are paid within thirty (30) days of the date incurred;
- (xix) has not and will not assume or guarantee or become obligated for the debts of any other Person or hold out its credit as being available to satisfy the obligations of any other Person except for the Loan;
- (xx) has not and will not acquire obligations or securities of its shareholders;
- (xxi) has allocated and will allocate fairly and reasonably shared expenses, including shared office space, and uses separate stationery, invoices and checks;
- (xxii) except in connection with the Loan, has not pledged and will not pledge its assets for the benefit of any other Person;
- (xxiii) has held itself out 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;
- (xxiv) has maintained and will 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 other Person;
- (xxv) has not made and will not make loans to any Person;

- (xxvi) has not identified and will not identify its shareholders or any Affiliate of any of them, as a division or part of it;
- (xxvii) has not entered into or been a party to, and will not enter into or be a party to, any transaction with its shareholders or 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 arm's-length transaction with an unrelated third party;
- (xxviii) has and will have no obligation to indemnify its officers or directors, as the case may be, or has such an obligation that is fully subordinated to the Debt and will not constitute a claim against it if cash flow in excess of the amount required to pay the Debt is insufficient to pay such obligation;
- (xxix) has and will have an express acknowledgment in its organizational documents that Lender is an intended third-party beneficiary of the "special purpose" provisions of such organizational documents; and
- (xxx) will consider the interests of its creditors in connection with all corporate actions.

2. The following provisions shall be added as new Article X:

- (i) Lender is an intended third-party beneficiary of these Articles of Incorporation and specifically the "special purpose" provisions contained herein; and
- (ii) Until the Debt is paid in full, these Articles of Incorporation shall not be amended without the prior written consent of Lender.