

6/28/2021

Division of Corporations

Florida Department of State

Division of Corporation

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To: Division of Corporations
Fax Number : (850)617-6381
From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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FLORIDA PROFIT/NON PROFIT CORPORATION

Savannah Trade Center IND II, Inc.

Table with 2 columns: Item and Value. Rows include Certificate of Status (0), Certified Copy (1), Page Count (05), and Estimated Charge (\$78.75).

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July 6, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: SAVANNAH TRADE CENTER IND II, INC.
REF: W21000095931

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Not for profit do not have shares only profit corporations,,

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

Tyrone Scott
Regulatory Specialist II
New Filings Section

FAX Aud. #: H21000251501
Letter Number: 821A00015315

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EVERSHEDS
SUTHERLAND

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roberts:nith@
eversheds-sutherland.com

July 6, 2021

Via Fax

Mr. Tyrone Scott
Florida Department of State
Division of Corporations

Re: Savannah Trade Center IND II, Inc. (the "Company")
Your Reference No. W21000095931
Letter No. 821A00015315

Dear Mr. Scott:

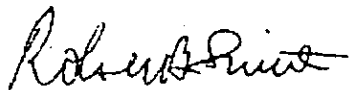
We received your second rejection of the Articles CT Corp submitted on our behalf for the referenced Company on June 24, 2021. Your first rejection stated as the reason for rejection: "Not for profit do not have shares." Your second letter states: "Not for profit do not have shares only profit corporations." We read your statements to mean that you believe the Company should be a "not for profit" and should restate its Articles so it does not have shares. That is incorrect.

The Articles we submitted (copy attached with the electronic filing sheet) specify in Article II that the Company is to be created under the *Florida Business Corporation Act*. The Company does not intend to be a "not for profit" and cannot serve its intended purpose if it is formed as a not for profit.

The Company is designed to meet the requirements of Internal Revenue Code section 501(c)(25) as indicated in Article IV of the Articles we submitted. That Internal Revenue Code section requires that the Company distribute all of its earnings to its shareholders. Thus, the Company must have shares and cannot be a "not for profit." All we are asking the SOS office to do is file the Articles of an entity that wants and needs to be a business corporation under the Florida Business Corporation Act. It cannot be the State's job to decide for the Company what it wants to be.

If you still believe our filing is incorrect, please call me at 404-375-3035 so we can discuss this. The matter is urgent as the Company is needed to enter into a nearly \$100 million contract on Thursday of this week.

Sincerely,



Robert B. Smith
Enclosures
cc: Paul Groom, Deputy General Counsel (w/o enclosures)
Pedro Dorado, Esq. (w/o enclosures)

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**ARTICLES OF INCORPORATION
FOR
SAVANNAH TRADE CENTER IND II, INC.
(a Florida Corporation)**

I.

The name of the corporation is "Savannah Trade Center IND II, Inc."

II.

The corporation is organized pursuant to the provisions of the Florida Business Corporation Act (the "Act"). Pursuant to section 607.0203 of the Act, the corporation's existence shall begin on the date these articles are filed.

III.

The corporation shall have perpetual duration, shall have one corporate shareholder and shall have only one class of stock. The corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

IV.

The corporation is organized for the exclusive purposes of (1) acquiring real property (as defined in section 501(c)(25)(F) of the Internal Revenue Code of 1986, as amended (the "Code") and holding title to, and collecting income from, such property, and (2) remitting the entire amount of income from such property (less expenses and an appropriate reserve to the extent permitted by the Code) to its parent corporation or directly to one or more organizations described in section 501(c)(25)(C) of the Internal Revenue Code of 1986, as amended, (the "Code"), which are shareholders of the corporation's parent corporation. It is intended that the corporation will qualify at all times as a qualified subsidiary, within the meaning of section 501(c)(25)(E) of the Code, of an organization exempt from federal income taxation under sections 501(a) and 501(c)(25) of the Code; therefore, notwithstanding any other provision in these Articles, the corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the corporation is organized and that is consistent with exemption under section 501(c)(25) of the Code.

V.

Unless otherwise provided in these Articles of Incorporation or in the Bylaws of the corporation, the corporation shall have all of the powers conferred upon corporations under the Act to be exercised solely in furtherance of the purposes described in Article IV hereof.

VI.

The shareholder of the corporation shall have the right to dismiss the corporation's investment advisor(s), following reasonable notice, upon a vote of the corporation's shareholder.

X.

Subject to the limitations of Florida law, including (but not limited to) the Act or any successor laws, and to such additional limitations and conditions as may be set forth in the Bylaws of the corporation, as they may be restated or amended from time to time: (A) no Director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of his duty of care or other duty as a Director; and (B) the Board of Directors also shall have the power to cause the corporation to hold harmless and indemnify any individual or entity which is appointed as an officer, employee or agent and to which management responsibilities are delegated in accordance with Article VIII of these Articles.

XI.

The address of the initial principal office of the corporation is 1801 Hermitage Boulevard, Suite 100, Tallahassee Florida 32308. The address of the corporation's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the corporation's initial registered agent at that office is C T Corporation System. A written acceptance of appointment as a registered agent as required by section 607.0501 of the Act is attached as "Exhibit A" to these Articles of Incorporation.

XII.

The name and address of the incorporator is:

Pedro Dorado
Eversheds Sutherland LLP
Suite 2300
999 Peachtree Street, NE
Atlanta, Georgia 30309

XIII.

The Articles of Incorporation of the corporation may be amended by the affirmative vote of a majority of the Directors then in office as permitted by the Act (or the corresponding provision of any future Florida corporation law).

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of June 25, 2021.



Pedro Dorado, Incorporator

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VII.

A shareholder shall have the right to terminate its interest in the corporation by either, or both, of the following alternatives, as determined by the corporation:

(A) by selling or exchanging its stock in the corporation (subject to any Federal or State securities law and any restrictions imposed by the corporation's Bylaws); or

(B) by having its stock redeemed by the corporation after the shareholder has provided 90 days notice to the corporation.

VIII.

The affairs of the corporation shall be managed by a Board of Directors consisting of at least three individuals (the "Directors"). The exact number and the method of election of the Directors as well as any qualifications for being a Director shall be as provided from time to time by or pursuant to the Bylaws of the corporation, except that the number of initial Directors is fixed by Article IX of these Articles of Incorporation. The Board of Directors also shall be authorized to appoint officers and agents to act on behalf of the corporation and/or to delegate daily management powers and responsibilities, including but not limited to the power to borrow funds on behalf of the corporation, the power to transfer or encumber assets on behalf of the corporation, and the power to purchase property on behalf of the corporation, to one or more individuals or entities which the Board of Directors reasonably believes to be reliable and competent as to such matters.

IX.

The initial Board of Directors of the corporation shall consist of three individuals, who shall serve until the first annual meeting of the Board of Directors of the corporation and whose names and addresses are as follows:

Stephen A. Spook
1801 Hermitage Boulevard
Suite 100
Tallahassee, Florida 32308

Maureen Hazen
1801 Hermitage Boulevard
Suite 100
Tallahassee, Florida 32308

Lamar Taylor
1801 Hermitage Boulevard
Suite 100
Tallahassee, Florida 32308

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SECRETARY
TALLAHASSEE, FL

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EXHIBIT "A"

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT AND REGISTERED OFFICE

- 1. The name of the corporation is Savannah Trade Center IND II, Inc.
- 2. The name and address of the registered agent and registered office is:

CT Corporation System
 1200 South Pine Island Road
 Plantation, Florida 33324

The undersigned, having been named the Registered Agent of Savannah Trade Center IND II, Inc. hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes Sections 607.0501 and 607.0505.

CT Corporation System

By: *Stephanie Hencz* Stephanie Hencz

Its: Assitant Secretary

Registered Agent

Dated: June 25, 2021

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 SECRETARY
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