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BASIC AMENDMENT
SUNTREE SQUARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 15, 2001

SUNTREE SQUARE, INC.
% NORTH AMERICAN PROPERTIES OF S. FL.
12995 S. CLEVELAND AVE., SUITE 214
FORT MYERS, FL 33907

SUBJECT: SUNTREE SQUARE, INC.
REF: P92000004031

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.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return 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) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: B01000114657
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNTREE SQUARE, INC.,
a Florida corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of operating a corporation under the Florida General Corporation Act, does hereby adopt the following Amended and Restated Articles of Incorporation.

ARTICLE I

The name of the Corporation is Suntree Square, Inc., a Florida corporation (the "Corporation").

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The Corporation's business and purpose shall consist solely of the following:

- (a) To acquire a general partnership interest in and act as the general partner of Suntree Square Partners, Ltd., a Florida limited partnership (the "Partnership"), which is engaged solely in the ownership, operation and management of the real estate project known as Crossroads Square located in Tarrant County, Texas (the "Property"), pursuant to and in accordance with these Amended and Restated Articles of Incorporation, the By-Laws of the Corporation and the Limited Partnership Agreement of the Partnership ("Partnership Agreement"); and
- (b) To engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE IV

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the registered office of the Corporation is c/o North American Properties -- Southeast, Inc., 12995 South Cleveland Avenue, Suite 214, Fort Myers, Florida 33907 and the name of its Registered Agent at such address is Dale G. Hafele. The principal office of the Corporation is located at c/o North American Properties -- Southeast, Inc., 12995 South Cleveland Avenue, Suite 214, Fort Myers, Florida 33907.

ARTICLE VI

The Corporation shall have at least three (3) Directors. The current Board of Directors of the Corporation shall be comprised of four (4) Directors whose names and addresses are:

Thomas L. Williams	212 East Third Street, Suite 300 Cincinnati, Ohio 45202
W. Joseph Williams, Jr. a/k/a William J. Williams, Jr.	212 East Third Street, Suite 300 Cincinnati, Ohio 45202
Richard W. Grote	5240 Lester Road, #200 Cincinnati, Ohio 45213
Dale G. Hafele	12995 S. Cleveland Avenue, Suite 214 Fort Myers, Florida 33907

ARTICLE VII

The name and address of the incorporator is:

Dale G. Hafele
12995 South Cleveland Avenue, Suite 214
Fort Myers, Florida 33907

ARTICLE VIII

These Articles of Incorporation may be amended by the assent of fifty-one percent (51%) of the shareholders of the Corporation.

ARTICLE IX

- (a) Notwithstanding any contrary provisions in these Articles, the By-Laws of the Corporation or other applicable laws, until such time as all indebtedness owed by the Partnership to Bank of America, N.A., a national banking association, and secured by a first lien mortgage (the "Mortgage") on the Property (the "Loan") has been discharged and/or released, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:
- (i) take any Bankruptcy Action, which includes any of the following:
 - (1) 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 of its debts under any federal or state law relating to bankruptcy;
 - (2) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of its properties;
 - (3) making any assignment for the benefit of the Corporation's creditors; and
 - (4) taking any action in furtherance of any of the foregoing;
 - (ii) cause the Partnership to take any Bankruptcy Action, which includes any of the following:
 - (1) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Partnership of its debts under any federal or state law relating to bankruptcy;
 - (2) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the

- Partnership or a substantial portion of its properties;
- (3) making any assignment for the benefit of the Partnership's creditors; and
 - (4) taking any action in furtherance of any of the foregoing; or
- (iii) withdraw as general partner of the Partnership.

ARTICLE X

So long as the Loan remains outstanding and not paid in full, the Corporation shall:

- (a) not commingle assets with those of any other entity and must hold its assets in its own name;
- (b) conduct its own business in its own name;
- (c) maintain separate bank accounts, books, records and financial statements and file its tax return separate from any other entity and not file a consolidated federal income tax return with any other corporation;
- (d) pay its own liabilities and expenses only out of its own funds;
- (e) maintain adequate capital in light of contemplated business operations;
- (f) observe all corporate formalities;
- (g) maintain an arm's-length relationship with affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
- (h) pay the salaries of its own employees only from its own funds and maintain a sufficient number of employees in light of contemplated business operations;
- (i) not guarantee or become obligated for the debts of any other person or entity or hold out its credit as being available to satisfy the obligations of any other person or entity;
- (j) not acquire obligations or securities of its shareholders;
- (k) not make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment grade securities);
- (l) allocate fairly and reasonably any overhead expenses that are shared with an affiliate including office space and services performed by an employee of an affiliate;
- (m) use separate stationery, invoices and checks bearing its own name;
- (n) not pledge its assets for the benefit of any other person or entity;
- (o) hold itself out as a separate entity, and not fail to correct any known misunderstanding

- regarding its separate identity;
- (p) not identify itself or any of its affiliates as a division or part of any other person or entity;
- (q) not form, acquire or hold any subsidiary;
- (r) preserve its existence as an entity duly organized, validly existing and in good standing under the laws of the State of Florida;
- (s) comply with and not terminate its organizational documents; and
- (t) consider the interests of creditors in connection with all corporate action.

ARTICLE XI

The Corporation's obligation, if any, to indemnify its directors and officers, shall be fully subordinated to the Loan and the documents evidencing the Loan including, without limitation, the Mortgage and shall not constitute a claim against the Loan in the event that cash flow in excess of amounts necessary to pay holders of the Loan is insufficient to pay such obligations.

ARTICLE XII

So long as the Loan remains outstanding and not paid in full, the Corporation's ability to incur indebtedness or cause the Partnership to incur indebtedness (other than the Loan) is limited to incurring:

- (a) unsecured trade and operational debt which is:
 - (i) incurred in the ordinary course of its business;
 - (ii) not more than sixty (60) days past the date incurred,
 - (iii) with trade creditors;
 - (iv) in the aggregate does not exceed \$250,000.00 at any time; and
 - (v) not evidenced by a note; and/or
- (b) financing of equipment and other personal property relating to the ownership and operation of the Property.

ARTICLE XIII

So long as the Loan remains outstanding and not paid in full, the Corporation shall have no authority to:

(a) amend Articles III, IX, X, XI, XII, and XIII of these Amended and Restated Articles of Incorporation of the Corporation; or

(b) approve an amendment to any relevant and related provisions of the Partnership Agreement without the consent of the holder of the Mortgage, or, after securitization of the Loan, only if the Partnership receives:

(i) confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating; and

(ii) approval of such amendment by the holder of the Mortgage.

IN WITNESS WHEREOF, the undersigned Vice President of this Corporation has executed these Amended and Restated Articles of Incorporation this 13th day of November, 2001.

SUNTREE SQUARE, INC.,
a Florida corporation

By 
Susan M. Sprchn, Vice President

[ACKNOWLEDGEMENT TO FOLLOW ON NEXT PAGE]

Audit No. H01000114657 9

STATE OF FLORIDA)
)SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 13th day of November 2001,
by Susan M. Sprehn, Vice President of Suntree Square, Inc., a Florida corporation, on behalf of said
corporation, who (X) is personally known to me, or who () has produced
— as identification.

(SEAL)



Susan Janeen Jones
My Commission CC976624
Expires October 22, 2004

Susan Janeen Jones
NOTARY PUBLIC
Name: SUSAN JANEEN JONES
(Type or Print)
My Commission Expires: 10/22/04

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**CERTIFICATE OF RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
SUNTREE SQUARE, INC.,
a Florida corporation**

Suntree Square, Inc., a Florida corporation, hereby amends and restates its Articles of Incorporation as follows:

FIRST: Attached hereto as Exhibit "A-1" is a copy of the Amended and Restated Articles of Incorporation of Suntree Square, Inc., a Florida corporation (the "Corporation").

SECOND: The Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation which require approval by the assent of fifty percent (50%) of the shareholders of the Corporation.

THIRD: The Amended and Restated Articles of Incorporation were adopted and approved by unanimous vote of the shareholders of the Corporation at a Special Meeting held on November 13, 2001, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

FOURTH: The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

Executed this 13th day of November, 2001.

SUNTREE SQUARE, INC.,
a Florida corporation

By: Susan M. Sprehn
Susan M. Sprehn, Vice President.

STATE OF FLORIDA)
) ss.
COUNTY OF LEE)

BEFORE ME, personally appeared, this 15th day of November, 2001, Susan M. Sprehn, Vice President of Suntree Square, Inc., a Florida corporation, on behalf of said corporation, and she acknowledged that she executed the foregoing Certificate of Restatement of Articles of Incorporation of Suntree Square, Inc., a Florida corporation, for the uses and purposes therein expressed. Susan M. Sprehn is ☒ personally known to me or ☐ presented her driver's license as identification.

(SEAL)
Susan Janeen Jones
My Commission CC976624
Expires October 22, 2004

Notary Public: BUSAN JANEEN JONES
(Type or Print)
My Commission expires: 10/22/04