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BASIC AMENDMENT

BWP, INC.

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BWP, INC.**

The Florida corporation, BWP, Inc., adopts the following amended and restated Articles of Incorporation of BWP, Inc.

ARTICLE I. NAME

The name of the corporation is: BWP, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is 2901 W. Bay to Bay Blvd., Suite 200, Tampa, FL 33629.

ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. PURPOSE

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

(i) The acquisition, ownership, operation and management of the real estate project known as Bloomingdale Woods located in Hillsborough County, Brandon, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and

(ii) to engage in such other lawful activities permitted to corporations by the Florida Business Corporation Act (as amended from time to time) as are incidental, necessary or appropriate to the foregoing.

ARTICLE V. LIMITATIONS ON AUTHORITY

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(i) engage in any business or activity other than those set forth in Article IV;

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(ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;

(iii) dissolve or liquidate, in whole or in part;

(iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

(v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or

(vi) amend Articles IV, V, and VI of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

ARTICLE VI. 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 Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate 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;

(f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

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- (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.

ARTICLE VII. INCORPORATOR

The corporation's incorporator was Corporation Information Services, Inc., 1201 Hays Street, Tallahassee, FL 32301.

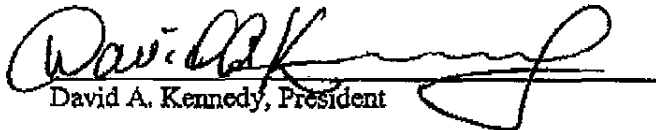
ARTICLE VIII. REGISTERED AGENT AND OFFICE

The current registered agent of the corporation is Thomas N. Henderson, III, 101 E. Kennedy Blvd., Suite 3700, Tampa, FL 33602.

ARTICLE IX. ADOPTION AND CERTIFICATE OF AMENDMENT

These amended and restated Articles of Incorporation of the corporation contain amendments to the original Articles of Incorporation that require shareholder approval. Accordingly, these amended and restated Articles of Incorporation were approved by the shareholders of the corporation via a written consent executed by the shareholders and directors of the corporation dated November 22, 2002.

EXECUTED: November 22, 2002.


David A. Kennedy, President

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