

P93000068613

Requestor's Name  
Address  
City/State/Zip Phone #

100002546681--3  
-06/03/98-01104-007  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUN 22 AM 9:21

FILED

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Statu

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HP8  
OK  
Amend 6-22-98  
P93000068613



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 12, 1998

JOHN KING  
47 E. ROBINSON ST., #209  
ORLANDO, FL 32801

SUBJECT: ASA INVESTMENTS, INC.  
Ref. Number: P93000068613

We have received your document for ASA INVESTMENTS, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption of each amendment must be included in the document.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 198A00033095

**ARNOLD & CHERESKIN, P.A.**

MAGNOLIA QUARTERS  
47 E. ROBINSON STREET  
SUITE 209  
ORLANDO, FLORIDA 32801  
407/872-0076  
407/872-0530 (FACSIMILE)  
E-mail: SEAJAC1@aol.com

**SARAH E. ARNOLD**  
ATTORNEY AT LAW

**JAMES A. CHERESKIN**  
ATTORNEY AT LAW  
Also Admitted in Wisconsin

June 18, 1998

Florida Department of State  
Division of Corporations  
Corporate Records  
409 E. Gaines Street  
Tallahassee, Florida 32399

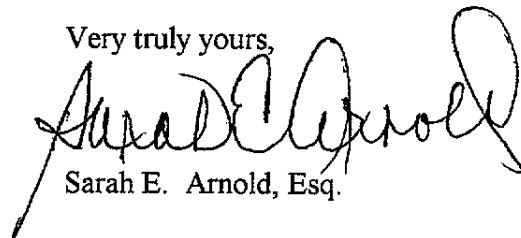
RE: ASA Investments, Inc.  
Reference Number: P93000068613

Dear Ms. Mustain:

We are in receipt of your correspondence directed to John King, Esq. dated June 12, 1998. Enclosed please the revised original Amended Articles of Incorporation for ASA Investments, Inc. Pursuant to your request, we have amended the first page of the Amended Articles to remedy any deficiency. Please advise us at your earliest opportunity if further action needs to be taken.

Thank you for your assistance in this matter.

Very truly yours,



Sarah E. Arnold, Esq.

SEA/gvp

Encl.

AMENDED ARTICLES OF INCORPORATION

OF

ASA INVESTMENTS, INC.

**ARTICLE 1 - NAME - AMENDMENT**

On the 26th day of May, 1998, these Amended Articles of Incorporation were amended by the Board of Directors without shareholder action, which was not required.

The name of this corporation is: **ASA INVESTMENTS, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

5049 Latrobe Drive  
Windermere, Florida 34786

**ARTICLE III - GENERAL NATURE**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the corporation, is to engage solely in the following activities:

1. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the property, which is described in Exhibit "A" attached hereto and incorporated herein.
2. To exercise all powers enumerated in the general corporation law of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

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TALLAHASSEE, FLORIDA

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3. Notwithstanding any provision hereof to the contrary, the following shall govern: The corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on any portion of the Property, the corporation shall not incur, assume, or guaranty any other indebtedness. The corporation shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the corporation) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the properties and assets of the corporation substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article III and in Article IV and (c) shall expressly assume the due and punctual performance of the corporations's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this corporation and be continuing. For so long as a mortgage lien exists on any portion of the Property, the corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors. (See Article IX for restrictions upon Amendments to Articles of Incorporation.)

**ARTICLE IV - COVENANTS OF SPECIAL PURPOSE ENTITY**

Notwithstanding any provision hereof to the contrary, the following shall govern:

For so long as any mortgage lien exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following restrictions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate or, if it shares office space with its parent or any affiliate, it shall allocate fairly and reasonably any overhead and expense for shared office space.
2. It shall not own and will not own any asset or property other than (i) the Property and (ii) incidental personal property necessary for the ownership or operation of the Property.
3. It will not engage, directly or indirectly, in any business other than the ownership, management and operation of the Property and it will conduct and operate its business as presently conducted and operated.
4. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities. The Board of Directors shall include at least one individual who is an Independent Director. As used herein, an "Independent Director" shall be an individual who: (i) is not and has not been employed by the corporation or any of its respective subsidiaries or affiliates as a director, officer

or employee within the five years immediately prior to such individual's appointment as an Independent Director, (ii) is not (and is not affiliated with a company or firm that is) a significant advisor or consultant to the corporation or any of its subsidiaries or affiliates, (iii) is not affiliated with a significant customer or supplier of the corporation or any of its subsidiaries or affiliates; (iv) is not affiliated with a company of which the corporation or any of its subsidiaries or affiliates is a significant customer or supplier; (v) does not have significant personal service contract(s) with the corporation or any of its subsidiaries or affiliates; (vi) is not affiliated with a tax exempt entity that receives significant contributions from the corporation or any of its subsidiaries or affiliates; (vii) is not a beneficial owner at the time of such individual's appointment as an Independent Director, or at any time thereafter while serving as Independent Director, of such number of shares of any classes of common stock of the corporation the value of which constitutes more than 5% of the outstanding common stock of the corporation; and (viii) is not a spouse, parent, sibling or child of any person described by (i) through (vii).

5. It will not enter into any contract or agreement with its parent, any affiliate of the corporation or any constituent party of the corporation except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with unrelated third parties.

6. It has not incurred and will not incur any indebtedness, secured or unsecured, direct or indirect, absolute or contingent (including guaranteeing any obligation), other than (i) the indebtedness secured by the mortgage lien, (ii) advances

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from its parent or any affiliate provided the same are fully subordinated in payment to the payment in full of the indebtedness secured by any mortgage lien on the Property in a manner acceptable to the holder of such mortgage lien and (iii) trade payables or accrued expenses incurred in the ordinary course of the business of operating the property with trade creditors and in amounts as are normal and reasonable under the circumstances. No indebtedness other than the indebtedness secured by the mortgage lien may be secured (subordinate or pari passu) by the Property.

7. It has not made and will not make any loans or advances to any third party (including its parent, any affiliate of the corporation) or constituent party of the corporation and shall not acquire obligations or securities of its affiliates.

8. It is and will remain solvent and will pay its debts and liabilities (including, as applicable, shared personnel and overhead expenses) from its assets as the same shall become due.

9. It has done or caused to be done and will do all things necessary to observe organizational formalities and preserve its existence, and it will not amend, modify or otherwise change the Articles of Incorporation or the corporation without the prior written consent of the mortgage lien holder.

10. It will maintain all of its books, records, financial statements and bank accounts separate from those of its parent, its affiliates and any constituent party and the corporation will file its own separate tax returns. It shall maintain its books, records, resolutions and agreements as official records.

11. It will be, and all times will hold itself out to the public as a legal entity separate and apart. For the purpose of this Article IV, the following terms shall have the following meanings:

"Affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person who receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"Parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

**ARTICLE V - DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the by-laws adopted by the stockholders but shall never be less than one. The person named as initial director shall hold office for the first year of the existence of this corporation of this corporation or until his successor is elected or appointed and has qualified, whichever comes first.

The name of the initial directors of this corporation and their street addresses are:

Arif Kadhim Al-Hakim  
5049 Latrobe Drive  
Windermere, Florida 34786

Ahmed A. Barghuthi  
3225 Wesley Chapel Road  
Decatur, Georgia 30034

Saif Madid Al-Saadoon  
5049 Latrobe Drive  
Windermere, Florida 34786

Notwithstanding any provision hereof to the contrary, the following shall govern:

Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the corporation in the event that cash flow is insufficient to pay such obligations.

Indemnification of a corporation's directors and officers should be fully subordinated to obligations respecting the Property.

**ARTICLE VI - SHARES**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

#### **ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Arif Kadhim Al-Hakim  
5049 Latrobe Drive  
Windermere, Florida 34786

#### **ARTICLE VIII - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Arif Kadhim Al-Hakim  
5049 Latrobe Drive  
Windermere, Florida 34786

#### **ARTICLE IX - TERM OF EXISTENCE**

The corporation shall have perpetual existence commencing on the date of the filing of these articles.

#### **ARTICLE X - AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Shareholder's Meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

For so long as a mortgage lien exists on any portion of the Property, no material amendment to this certificate of incorporation or to the corporation's By-Laws may be

made without first obtaining approval of the mortgagees holding first mortgages on any portion of the Property.

**ARTICLE XI - SECTION 1244**

The subscriber desires the corporate stock be issued pursuant to Section 1244 of the Internal Revenue Service Code and to be taxed as a Subchapter S corporation.

**ARTICLE XII - OFFICERS**

The name of the initial sole officer of the corporation is:

PRESIDENT: Arif Kadhim Al-Hakim

IN WITNESS WHEREOF the undersigned as incorporator has executed the foregoing Articles on this, the 26 day of MAY, 1998.

  
ARIF KADHIM AL-HAKIM

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

May The foregoing instrument was acknowledged before me this, the 26th day of May, 1998, by Arif Kadhim Al-Hakim of ASA Investments, Inc., on behalf of the corporation. He is personally known to me and did not take an oath.

  
NOTARY PUBLIC



ROBERT L. SCHALL  
My Commission CC408360  
Expires Sep. 08, 1998  
Bonded by HAI  
800-422-1555

**ACCEPTANCE OF REGISTERED AGENT**

Having been named in these Amended Articles of Incorporation as Registered Agent to accept service of process for the above-named corporation, at the place designated in Article VII, the undersigned accepts the designation as Registered Agent and agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date: 5/26/98  
Registered Agent

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this, the 26 day of May, 1998, by Arif Kadhim Al-Hakim, on behalf of the corporation. He is personally known by me and did not take an oath.

  
NOTARY PUBLIC

John H. King  
MY COMMISSION # CC735755 EXPIRES  
April 21, 2002  
BONDED THRU TROY FARM INSURANCE, INC.

**EXHIBIT "A"**

From the Southeast corner of Section 17, Township 25 South, Range 29 East, Osceola County, Florida, run North along the East line of said Section 17, 80.00 feet to the North right-of-way line of U.S. 192, thence run North  $89^{\circ} 59' 00''$  West, along said right-of-way line, 4585.00 feet for a Point of Beginning; thence continue North  $89^{\circ} 59' 00''$  West 550.00 feet; thence run North, parallel with the East line of said Section 17, 1443.35 feet to the South line of Columbia Avenue; then run Southeasterly, along said right-of-way line on a 920.37 foot radius to the right 247.52 feet; (Chord = S  $73^{\circ} 46' 02''$  E, 246.78 feet); thence run South  $66^{\circ} 03' 45''$  East 202.83 feet to the point of curvature of a 990.37 foot radius curve to the left; thence run along said curve 135.97 feet (Chord = S  $69^{\circ} 59' 46''$  E, 135.87 feet); thence run South 1245.44 feet to the Point of Beginning, LESS those lands conveyed to the State of Florida in Official Records Book 876, Page 2960, Public Records of Osceola County, Florida.

Said lands a/k/a La Mirada, according to the Official Plat thereof as recorded in Plat Book 6, Page 110, Public Records of Osceola County, Florida, less the South 6.00 feet thereof.