

P94000067080

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hilco Investments, Inc.

900003024629-3
-10/26/99-01005-005
*****35.00 *****35.00

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 25 PM 4: 55

FILED

99 OCT 25 PM 4: 47

RECEIVED

Signature

Requested by: CS 10/25 2:40
 Name Date Time

Walk-In _____ Will Pick Up _____

Amend
10/26/99

S. PAYNE OCT 26 1999

FILED

99 OCT 25 PM 4: 55

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HILCO INVESTMENTS, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being the President and Secretary of HILCO INVESTMENTS, INC., a Florida corporation, hereby certify that the following Amendments were unanimously adopted by the Shareholders and Directors of the corporation at a meeting held on Oct. 21 1999, at 9:00 a.m.

The Articles of Incorporation are hereby amended to read:

ARTICLES OF INCORPORATION
OF
HILCO INVESTMENTS, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE 1.
Name and Address

The name of the Corporation shall be **HILCO INVESTMENTS, INC.** and its mailing address is 27740 Sandbagger Lane, Wesley Chapel, Florida, 33544.

ARTICLE 2.
Purpose and Powers

Section A. The purpose of the corporation and the nature of the business to be conducted and promoted by the Corporation is to engage solely in the activities of owning and operating those certain storage facilities and residential rental apartments located on certain parcels of real property described on the attached Exhibit "A", together with all improvements located thereon, located in the Counties of Brevard, Manatee and Pinellas, State of Florida, (the "Property") and to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

Section B. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida, including Chapter 607 of the *Florida Statutes*, necessary or convenient to the conduct, promotion or attainment of the business and purpose otherwise set forth herein.

ARTICLE 3.
Separate Covenants

In order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in the certificate of incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

Section A. 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 and shall allocate fairly and reasonably any overhead for shared office space.

Section B. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.

Section C. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.

Section D. It shall observe all corporate formalities.

Section E. It shall not commingle assets with those of its parent, if any, and any affiliate.

Section F. It shall conduct its own business in its own name.

Section G. It shall maintain financial statements separate from its parent, if any, and any affiliate.

Section H. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

Section I. It shall maintain an arm's length relationship with its parents and any affiliate.

Section J. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations of others.

Section K. It shall use stationary, invoices and checks separate from its parent and any affiliates.

Section L. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

Section M. It shall hold itself out as an entity separate from its parent and any affiliate.

For purpose of this Article III, 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 which receives compensation for administrative, legal or accounting services from this Corporation, or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means to 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 4.
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE 5.
Capital Stock

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE 6.
Board of Directors

Section A. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section B. The initial Board of Directors of the Corporation shall consist of two (2) Directors, whose names and addresses are:

GERALD K. HILL
27740 Sandbagger Lane
Wesley Chapel, FL 33544

TERRY A. HILL
27740 Sandbagger Lane
Wesley Chapel, FL 33544

Section C. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section D. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE 7.
Initial Officers

Section A. The Initial Officers of the corporation are those described below and whose name and address is:

President
TERRY A. HILL
27740 Sandbagger Lane
Wesley Chapel, FL 33544

Secretary/Treasurer
GERALD K. HILL
27740 Sandbagger Lane
Wesley Chapel, FL 33544

Section B. The offices of the corporation shall be as provided in the Bylaws of the Corporation.

Section C. Officers shall be elected and hold office as provided in the Bylaws.

ARTICLE 8.
Bylaws

Section A. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §§607.0205 and 607.0206 *Florida Statutes* following the filing of these Articles of Incorporation.

Section B. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws. Notwithstanding any provisions to the contrary no Bylaws shall be adopted by the Corporation which in anyway limit or repeal these Articles of Incorporation.

Section C. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE 9.
Amendments


Subject to the provisions of Article II, Section 2(e) above, these Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

**ARTICLE 10.
Registered Office and Agent**

Section A. The street address of the initial registered office of the Corporation shall be **27740 Sandbagger Lane, Wesley Chapel, Florida, 33544.**

Section B. The name of the initial registered agent of the Corporation located at said address shall be **Terry A. Hill.**

IN WITNESS WHEREOF, we hereby set our hands and seals this 21st day of October, 1999.



Terry A. Hill, President

ATTEST:



Gerald K. Hill, Secretary

(Corporate Seal)

Kangarooom

The South 200 feet of the Northwest 1/4 of the Northeast 1/4 of the Southwest 1/4 of Section 14, Township 35 South, Range 17 East, Manatee County, Florida, LESS the West 220 feet of the South 110 feet of the Northwest 1/4 of the Northeast 1/4 of the Southwest 1/4 of Section 14, Township 35 South, Range 17 East, Manatee County, Florida, and also LESS the existing highway Right-of-Way.

Dolphin

Tract "B", PORT MALABAR INDUSTRIAL PARK UNIT TWO, less and except the Northerly 3.59 acres of said Tract "B", according to the Plat thereof recorded in Plat Book 30, pages 74 - 79, of the public records of Brevard County, Florida.

Melbourne Airport

The East 100 feet of the West 849.5 feet of that part of the Northwest 1/4 of the Northwest 1/4 of Section 31, Township 27 South, Range 37 East, lying South of NASA Boulevard, Brevard County, Florida.

Residential Rental Apartments

Lots 1 and 22, Block 104, St. Petersburg Beach Subdivision Unit No. 7, as recorded in Plat Book 36, page 42, of the public records of Pinellas County, Florida.