

# P95000006451

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95 JAN 25 11:21 AM '95  
DIVISION OF CORPORATIONS

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OFFICE USE ONLY

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

1. C.F.I. General Funding IV, Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☒ Photocopy  
need one (1)

☒ Certificate of Status - need two (2)

NEW FILINGS	
<input checked="" 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

Examiner's Initials

1-25  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JAN 25 AM 11:21

ARTICLES OF INCORPORATION

OF

CFI GENERAL FUNDING IV, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

NAME AND ADDRESS OF CORPORATION

The name of the Corporation shall be CFI General Funding IV, Inc. (the "Corporation"). The initial address of the Corporation shall be c/o Michael Marder, Greenspoon, Marder, Hirschfeld & Rafkin, P.A., Trade Centre South, 100 West Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

ARTICLE II.

PURPOSES

The general purposes for which this Corporation is organized are:

- (i) to acquire, own, hold and transfer a general partnership interest in CFI Funding IV, Ltd., a Florida limited partnership;
- (ii) to exercise all rights conferred upon the Corporation as a general partner of CFI Funding IV, Ltd.;
- (iii) to pay distributions on the Corporation's capital stock; and
- (iv) to engage in any lawful act or activity authorized by the Florida Business Corporation Act, as hereinafter amended and supplemented, and any statute successor thereto, as thereafter amended and supplemented, to the extent that such act or activity is incidental to the general purposes stated herein or is necessary or convenient for the accomplishment of such general

purposes; provided, however, that the Corporation shall not engage in any act or activity by or inconsistent with the Interaffiliate Agreement among the Corporation, Central Florida Investments, Inc. and CFI Funding IV, Ltd. and the other parties thereto (the "Interaffiliate Agreement").

#### ARTICLE III.

##### CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock with a par value of \$1.00 per share.

#### ARTICLE IV.

##### INCORPORATION

The name and street address of the incorporator of this Corporation is:

R. Alan Riney  
741 Lake Catherine Drive  
Maitland, Florida 32751.

#### ARTICLE V.

##### ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be Trade Center South, 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309. The name of the initial registered agent of this Corporation at such address is Michael Marder.

#### ARTICLE VI.

##### NUMBER OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting initially of four (4) directors, one of whom shall be an independent director. The number of directors may be increased or decreased from time to time only upon the approval of the holders of a majority of the Corporation's common stock, provided that

at least twenty-five percent (25%) of the Board of Directors shall be independent. No independent director shall be a director, officer, employee or beneficial owner of the outstanding shares of the common stock of any person or entity controlling, controlled by or under common control with the Corporation other than CFI Funding IV, Ltd. or any other direct or indirect finance affiliate of Central Florida Investments, Inc. For purposes of this provision, a person or entity shall be deemed to control another entity if such person or entity possesses, directly or indirectly, the power to direct or cause the direction of the management and policies of such other entity, whether through the ownership of voting securities, by contract, or otherwise.

#### ARTICLE VII.

##### LIMITATIONS ON POWERS

Without the affirmative vote of a majority of the directors (including a majority of the independent directors), the Corporation shall not:

- (i) amend these Articles of Incorporation to alter in any manner or delete Article II, Article VI or this Article VII;
- (ii) merge into or consolidate with, or sell its assets substantially as an entirety to, any other person, firm, corporation, partnership or entity;
- (iii) declare or pay any distributions on any of its capital stock; or
- (iv) amend, modify, cancel or revoke any provision of the Interaffiliate Agreement, whether on behalf of the Corporation in its own right or as general partner of CFI Funding IV, Ltd.

In addition, without the unanimous affirmative vote of the Board of Directors, the Corporation shall not:

- (i) institute any proceeding to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition seeking, or consent to, reorganization or relief

(ii) authorize the dissolution or file a certificate of dissolution with respect to the Corporation at any time that there is outstanding any indebtedness of the Corporation or any subsidiary or any partnership of which the Corporation is a general partner.

INITIAL BOARD OF DIRECTORS

Name

David A. Siegel



Bettie I. Siegel

Ronald H. Leventhal

William E. Miller II

Route 1  
Box 1190  
Berryville, Virginia 22611.

IN WITNESS WHEREOF, the undersigned incorporator  
has signed these Articles of Incorporation this 23 day of  
JANUARY, 1995.

By:   
R. Alan Rainey,  
Incorporator 

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

CFI General Funding IV, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Michael Marder as its initial Registered Agent and has named Trade Center South, 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309, as its initial Registered Office.

By: 

R. Alan Rainey,  
Incorporator

Having been named as registered agent for the above-mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
Michael Marder

Date: 1/23/98