

995000041343

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

ELLIV Property Investments, Inc.

☒ Profit Arts. of Inc.

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious name Filing

☒ Certified Copy

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5/25
3:00

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NANCY HENDRICKS MAY 25 1995

CR2E031 (1-89)

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

ELLIV Property Investments, Inc.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: ELLIV Property Investments, Inc.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE MAILING ADDRESS OF THE CORPORATION IS: c/o TAM Real Estate Florida, Inc., 829 Donald Ross Rd., Juno Beach, FL 33408

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 7500 (seven thousand five hundred) at the par value of \$1.00 (one dollar)

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O JAMES R. KAY, P.A., 2000 PALM BEACH LAKES BLVD., SUITE 1002, WEST PALM BEACH, FL 33409, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS JAMES R. KAY.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS 3 (three) AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Ebrahim Sherif Al-Sayed

c/o TAM Real Estate Florida, Inc.
829 Donald Ross Road
Juno Beach, FL 33408

Hatim Hashwani

c/o TAM Real Estate Florida, Inc.
829 Donald Ross Road
Juno Beach, FL 33408

Susan I. Clark

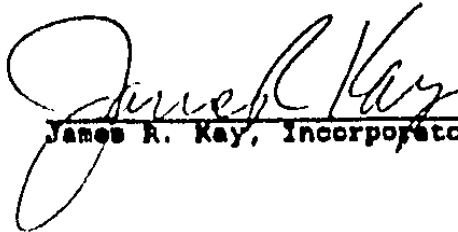
c/o TAM Real Estate Florida, Inc.
829 Donald Ross Road
Juno Beach, FL 33408

SIXTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

James R. Kay

2000 Palm Beach Lakes Blvd.
Suite 1002
West Palm Beach, FL 33409

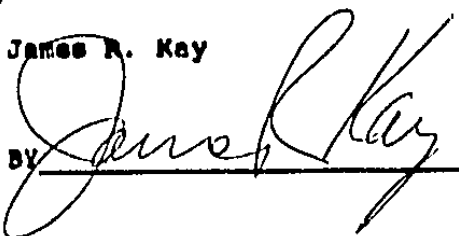
THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS


James R. Kay, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501
(3) F.S.: JAMES R. KAY IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS
PROVIDED FOR IN SECTION 607.0505.

DATED

James R. Kay

BY 

05-22-96 11:35PM

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5/21/96
4:40 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET

FROM: EDWARDS & ANGELL
250 ROYAL PALM WAY
PO BOX 3403
PALM BEACH FL 33480-

0000

TALLAHASSEE, FL 32399

CONTACT: REBECCA F BLACK

FAX: (904) 922-4000

PHONE: (407) 833-7700

FAX: (407) 655-8719

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: ELLIV PROPERTY INVESTMENTS, INC.

FAX AUDIT NUMBER: H96000007201

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/21/1996

TIME REQUESTED: 16:40:35

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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PAGE 3/13

5/21/96

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4:40 PM

PUBLIC ACCESS SYSTEM

((H96000007201))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1996

ELLIV PROPERTY INVESTMENTS, INC.
4TAM REAL ESTATE FLORIDA INC.
829 DONALD ROSS RD.
JUNO BEACH, FL 33408

SUBJECT: ELLIV PROPERTY INVESTMENTS, INC.
REF: P95000041343

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000007201
Letter Number: 096200025513

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TO 19049224000

P003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ELLIV PROPERTY INVESTMENTS, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the Corporation is **ELLIV Property Investments, Inc.**

Second: The Articles of Incorporation of **ELLIV Property Investments, Inc.** a

Florida corporation, which were filed with the Secretary of State on May 25, 1995, are amended as follows:

1. Article **FOURTH** of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and is amended to read as follows:

"FOURTH: THE STREET ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IS c/o Edwards & Angell, 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480 AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS GREGORY E. YOUNG."

2. The following Articles shall be added to and made part of the Articles of Incorporation:

"SEVENTH. PURPOSE - The Corporation's business and purpose shall consist solely of the following:

(i) To acquire a general partnership interest in and act as the general partner of Oaks Mall Limited (the "Partnership"), which is engaged solely in the ownership, operation and management of a commercial real estate project known as the Oaks Mall Plaza located in Alachua County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Limited Partnership Agreement of the Partnership; and

(407) 833-7700

Gregory E. Young, Esq.
Edwards & Angell
250 Royal Palm Way
Palm Beach, FL 33480
Fl. Bar # 0876800

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(ii) 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.

"EIGHTH. LIMITATION ON CORPORATE ACTS - Notwithstanding any other provision of these Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, 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 SEVENTH hereinabove or cause or allow the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement;

(ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than indebtedness in connection with the acquisition of the Property and normal trade accounts payable in the ordinary course of business;

(iii) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than indebtedness in connection with the acquisition of the Property and normal trade accounts payable in the ordinary course of business;

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

(v) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;

(vi) 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;

(vii) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;

(viii) with respect to the Corporation or the Partnership, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, 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 the Partnership or a substantial part of the property of the Corporation or the Partnership, 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.

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(ix) amend the Articles of Incorporation or the Bylaws of the Corporation or approve an amendment to the Limited Partnership Agreement governing the Partnership; or

(x) withdraw as general partner of the Partnership.

"NINTH. SEPARATENESS PROVISIONS - 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 itself out to creditors and the public as a legal entity separate and distinct from any other entity; and

(d) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities.

The Corporation shall not:

(a) commingle its assets or funds with those of any other person; or

(b) guarantee or pay the debts or obligations of any other person."

Third: The foregoing amendment of the Articles of Incorporation was adopted as of the 11 day of May, 1996, by written consent of all of the members of the Board of Directors and approved by written consent of all of the holders of outstanding stock of the corporation as of the 11 day of May, 1996.

05-22-96 11:35PM

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of the ____ day of May, 1996, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

ELLIV Property Investments, Inc.

By: _____
Hatim Hashwani, President

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05-22-96 11:35PM

TO 19049224000

P007

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96 MAY 22 PM 2:38

SECRET
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

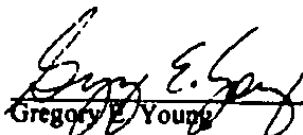
The following is submitted in accordance with the requirements of Chapter 48.091,
Florida Statutes:

ELLIV Property Investments, Inc., organized under the laws of the State of Florida
with its registered office, as indicated in the Articles of Amendment to the Articles of
Incorporation, in the Town of Palm Beach, County of Palm Beach, State of Florida, has named
Gregory E. Young, located at Edwards & Angell, 250 Royal Palm Way, Suite 300, Palm Beach,
Florida 33480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the
place designated in this Certificate, I hereby accept to act in this capacity and agree to comply
with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 21st day of May, 1996.



Gregory E. Young