

P95000041434

CRARY, BUCHANAN, BOWDISH, BOVIE, LORD & ROBY

CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1905-1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY E. BUCHANAN
JAMES L. S. BOWDISH †
GEORGE F. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM F. CRARY II
ROBERT L. LORD, JR. §
WILLIAM L. ROBY †
R. MICHAEL CRARY
LEIGH A. WILLIAMS
STEVEN D. BERES *

REPLY TO:

STUART

JOSEPH NEGRON, JR.
JEFFREY F. THOMAS
ELYSSE A. ELDER

* BOARD CERTIFIED IN WILLS,
TRUSTS & ESTATES LAW
∞ BOARD CERTIFIED IN
FAMILY & MARITAL LAW
† BOARD CERTIFIED
CIVIL TRIAL LAWYER
§ BOARD CERTIFIED IN
HEALTH LAW
◇ BOARD CERTIFIED IN
BUSINESS LITIGATION

November 11, 1997

Attorneys' Title Insurance Fund, Inc.
Leon County Branch
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

Return to
Piu ASAP

Attn: Barbara

9000002346169--3
-11/13/97--01047--017
****140.00 *****35.00

Re: Amended and Restated Articles of Incorporation
Request for Certified Copies of Articles and Amended and Restated Articles
Request for Certificates of Good Standing
CARPOINT, INC.

Dear Barbara:

I have enclosed the following:

- Cover Letter to Secretary of State for filing of Amended and Restated Articles and Request for Two (2) Certified Copies of Corporate File
- Check for:
 - Filing Fee i/a/o \$35.00
 - Certified Copies (2) \$105.00
- Two (2) originals of Amended and Restated Articles
- Letter to Secretary of State requesting three (3) Certificates of Good Standing for Carpoint, Inc.
- Fee i/a/o \$26.25

Please have these "walked" through the Secretary of State's office and return all of this to me in the enclosed Federal Express package at your earliest opportunity, as well as your invoice for expedited services.

If you have any questions or there are any difficulties at all, please call me immediately.

Sincerely,

Betty J. ("B.J.") Dees
Certified Legal Assistant

Enclosures (as above)

9

11/13
Gory
Amended
& Restated

FILED
97 NOV 13 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 13 AM 11:27

CRARY, BUCHANAN, BOWDISH, BOVIE, LORD & ROBY

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November 11, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation
CARPOINT, INC.

Dear Madame:


Enclosed herewith is the original and an original copy of the Amended and Restated Articles of Incorporation of Carpoint, Inc. for immediate filing with your office, as well as funds therefor in the amount of \$35.00.

Articles & Amended

Please provide the bearer of this letter with two (2) Certified Copies of the ~~Corporate File~~ of Carpoint, Inc., to include the Articles of Incorporation and these Amended and Restated Articles. Funds for this purpose in the amount of \$105.00 are also enclosed.

If you have any questions or there are any difficulties at all, please call me immediately.

Sincerely,


Betty J. ("B.J.") Dees
Certified Legal Assistant

Enclosures (4)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARPOINT, INC.

FILED
97 NOV 13 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Miles G. Carter, President and Secretary of Carpoint, Inc., a Florida corporation ("Corporation") organized under Chapter 607 of the laws of the State of Florida and having filed its Articles of Incorporation ("Original Articles of Incorporation") on May 25, 1995, with the State of Florida, Department of State as Document Number P95000041434, do hereby certify that all of the holders of shares of the Corporation entitled to vote for a proposal to amend the Original Articles of Incorporation did, as of the 10th day of November, 1997, by written consent pursuant to Section 607.1003, adopt the following amendments to the Original Articles of Incorporation:

RESOLVED, that the Original Articles of Incorporation of the Corporation be amended and restated in their entirety as hereinafter set forth.

RESOLVED, that the following Amended and Restated Articles of Incorporation ("Amended Articles") are hereby adopted in their entirety.

ARTICLE I - NAME

The name of the Corporation shall be: CARPOINT, INC. The address of the principal office of this Corporation shall be 13844 LeBateau Isle, Palm Beach Gardens, Florida, 33410, and the mailing address of the Corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This Corporation is to engage solely in the following activities:

A. To own and operate the real property ("Property") described in Exhibit A attached hereto and made a part hereof;

B. To engage in any activity and exercise any powers permitted to corporations under the laws of the State of Florida that are incident to the foregoing and necessary, desirable or convenient to accomplish the foregoing.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation commenced on May 25, 1995.

ARTICLE VI - RIGHT TO REPURCHASE

The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding stock at such price and upon such terms as may be agreed upon between the Corporation and the selling shareholder or shareholders.

ARTICLE VII- DIRECTORS

The number of directors of the Corporation will be not less than three (3) nor more than seven (7). The exact number of directors is to be fixed in the By-Laws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their respective successors are elected and qualified are:

<u>Name</u>	<u>Mailing Address</u>
Miles G. Carter	19611 Edgecliff Drive Euclid, OH 44119
Catherine M. Carter	19611 Edgecliff Drive Euclid, OH 44119
John M. Carter	c/o 19611 Edgecliff Drive Euclid, OH 44119

The list above setting forth the names and addresses of the initial directors of the Corporation does not include additional persons who may otherwise be elected and qualified to serve as directors in accordance with the By-Laws.

ARTICLE VIII - ACTIONS

An action required or permitted to be taken at a meeting of the Board of Directors of the Corporation may be taken by written action signed, or counterparts of a written action signed, in the aggregate by all of the directors.

ARTICLE IX - RELIANCE

A director shall, in the performance of his duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

ARTICLE X - LIABILITY OF DIRECTORS

To the fullest extent permitted by the General Corporation Law of the State of Florida as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve international misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Statutes or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI - OPERATIONS

The Corporation will conduct its affairs in accordance the with following provisions:

(a) the Corporation will maintain separate corporate records and books of account from those of any person or entity owning beneficially more than fifty percent (50%) of the outstanding shares of common stock of the Corporation ("Beneficial Owner");

(b) the Corporation's assets will not be commingled with those of any other entity;

(c) the Corporation's Board of Directors will hold regular meetings, not less frequently than once every calendar quarter, to review the actions of the officers of the Corporation and to authorize and approve (i) all transactions outside the ordinary course of the Corporation's business that are incidental, necessary, suitable or convenient for the accomplishment of the purposes set forth in ARTICLE II, and (ii) such other transactions, agreements and actions of the Corporation as the Board of Directors deems appropriate in connection with its review and supervision of the Corporation's actions;

(d) the Corporation shall not engage in any business other than those necessary for the ownership, management or operation of the Property and any business transactions with any Beneficial Owner or affiliate of the Corporation or any affiliate of any Beneficial Owner of the Corporation shall be entered into upon the terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate of the Corporation or a Beneficial Owner or an affiliate of a Beneficial Owner or the Corporation;

(f) for so long as the loan from PNC Bank, National Association, its successors and/or assigns, to the Corporation in the approximate amount of \$4,300,000 (such loan, as modified, amended, or extended, the "Loan") shall remain in existence and unpaid, the Corporation shall not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than as permitted by the Loan;

(g) the Corporation shall not make any loans or advances to any third party (including any affiliate of the Corporation or any Beneficial Owner or principal or an affiliate of nay Beneficial Owner or principal of the Corporation);

(h) the Corporation shall be solvent and pay its liabilities from its assets as the same shall become due;

(i) the Corporation shall conduct and operate its business as presently conducted and operated;

(j) the Corporation shall maintain books and records and bank accounts separate from those of its affiliates, including its Beneficial Owners;

(k) the Corporation shall be, and at all times shall hold itself out to the public as, a legal entity separate and distinct from any other entity (including any affiliate thereof, including any Beneficial Owner or any affiliate or any Beneficial Owner of the Corporation);

(l) the Corporation shall file its own tax returns;

(m) the Corporation shall maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

(n) for so long as the Loan remains outstanding, the Corporation shall not seek or consent to the dissolution or winding up, in whole or in part, of the Corporation; and

(o) the Corporation shall not commingle the funds and other assets of the Corporation with those of any Beneficial Owner of the Corporation, any affiliate or a Beneficial Owner of the Corporation or any other person.

ARTICLE XII - MEETINGS

Meetings of shareholders shall be held at such place, within or without the State of Florida, as may be designated by or in the manner provided in the By-Laws or, if not so designated or provided, at the registered office of the Corporation in the State of Florida. Elections of directors need not be by ballot unless and except to the extent that the By-Laws so provide. The books of the Corporation may be kept (subject to any provision contained in any applicable statute) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

ARTICLE XIII - LOAN

Notwithstanding any other provision of the Amended Articles, By-Laws or any provision of law that otherwise so empowers the Corporation, as long as the Loan remains outstanding, the Corporation shall not:

(a) (i) engage in any business or activity other than as authorized by Article II hereof, (ii) dissolve or liquidate, in whole or in part or (iii) consolidate with or merge into any other entity or convey, transfer or lease its properties and assets substantially as an entirety to any entity, or permit any entity to merge into it or convey, transfer or lease its properties and assets substantially as an entirety to it; or

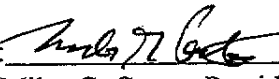
(b) amend, alter, change or repeal any of the following articles of these Amended Articles: Article II, Article XII, Article XIII or Article XIV.

ARTICLE XIV - AMENDMENTS

The Corporation reserves the right to amend, alter, or repeal any other provision contained in these Amended Articles in the manner now or hereafter prescribed by statute, and all rights of stockholder herein are subject to this reservation; provided, however, that Article II, Article XII, Article XIII and Article XIV may be amended only in accordance with Article XII. If these Amended Articles.

These Amended Articles are effective as of November 10, 1997.

CARPOINT, INC.

By: 
Miles G. Carter, President and Sole
Shareholder

STATE OF FLORIDA:
COUNTY OF MARTIN:

Before me personally appeared Miles G. Carter, and acknowledged to and before me that he executed the foregoing Amended and Restated Articles of Incorporation as the President and Sole Shareholder of CARPOINT, INC., a Florida corporation, on behalf of the Corporation. He (PLEASE CHECK ONE OF THE FOLLOWING) ☒ is personally known to me or ☐ has produced _____ (TYPE OF IDENTIFICATION) as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of November, 1997.



BETTY JEAN DEES
MY COMMISSION # CC390703 EXPIRES
September 24, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

Betty Jean Dees (SEAL)

[Print Name]
NOTARY PUBLIC, State of Florida
Commission Number: _____
My Commission Expires: _____

Exhibit A

The Northwest one-quarter (N.W. 1/4) of the Southwest one-quarter (S.W. 1/4) of Section 2, Township 38 South, Range 41 East, Martin County, Florida, less the North 40.0 feet thereof, lying North of State Road A-1-A, as the Northwest one-quarter of the Southwest one-quarter of said Section 2 is shown on State of Florida Department of Transportation Right of Way Map for State Road A-1-A, Section 89040-2517.

LESS AND EXCEPTING THEREFROM the following described parcel:

Commence at a concrete marker shown as the Northwest corner of the Southwest one-quarter of said Section 2 according to the Florida Department of Transportation R/W Map for State Road A-1-A, Section 89040-2517; thence run South $89^{\circ}35'31''$ East along the North line of the Southwest one-quarter of said Section 2 according to said Florida Department of Transportation R/W Map for 1338.85 feet to the Northeast corner of the Northwest one-quarter of the Southwest one-quarter of said Section 2, thence run South $0^{\circ}45'19''$ West along the East line of the Northwest one-quarter of the Southwest one-quarter of said Section 2 according to said Florida Department of Transportation R/W Map for 40.00 feet to the Point of Beginning for the following described parcel:

Thence continue South $00^{\circ}45'19''$ West along said East line of the Northwest one-quarter of the Southwest one-quarter of Section 2 for 365.11 feet to a point on the Northerly right of way line of State Road A-1-A (Section 89040-2517); said point lying on a curve concave to the North having a radius of 3224.17 feet; thence from a tangent bearing of South $86^{\circ}38'33''$ West run Westerly along said Northerly right of way line of State Road A-1-A (Section 89040-2517) through a central angle of $4^{\circ}38'17''$ for 261.00 feet; thence run North $00^{\circ}45'19''$ East for 48.00 feet; thence run North $89^{\circ}14'41''$ West for 11.16 feet; thence run North $00^{\circ}45'19''$ East for 46.12 feet; thence run South $89^{\circ}14'41''$ East for 5.14 feet; thence run North $00^{\circ}45'19''$ East for 32.92 feet; thence run South $89^{\circ}14'41''$ East for 6.02 feet; thence run North $00^{\circ}45'19''$ East for 244.66 feet to a point on the South line of the North 40.0 feet of the Northwest one-quarter of the Southwest one-quarter of said Section 2 according to Florida D.O.T. Right of Way Map for State Road A-1-A (Section 89040-2517); thence run South $89^{\circ}35'31''$ East along said South line of the North 40.0 feet for 260.81 feet to the Point of Beginning.