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Requestor's Name
Address
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Office Use Only

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

1. CFI General Funding V Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☒ Stamped
Photocopy

☒ Certificate of Status

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

FILED
96 MAR - 7 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done
3/7/96

ARTICLES OF INCORPORATION
OF
CFI GENERAL FUNDING V, INC.

FILED
96 MAR -7 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 V, Inc. (the "Corporation"). The initial address of the Corporation shall be c/o Michael Marder, Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., Suite 1100, 135 West Central Boulevard, Orlando, Florida 32801.

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 V, Ltd., a Florida limited partnership;
- (ii) to exercise all rights conferred upon the Corporation as a general partner of CFI Funding V, 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 V, 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.

INCORPORATOR

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

Michael E. Marder
Suite 1100
135 West Central Boulevard
Orlando, Florida 32801

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 Suite 1100, 135 West Central Boulevard, Orlando, Florida 32801. 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 V, 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 V, 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

sueing, or consent 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 a substantial part of its property; 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 any corporate action in furtherance of any such act; or

(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.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
David A. Siegel	5601 Windhover Drive Orlando, Florida 32819
Bettie I. Siegel	5601 Windhover Drive Orlando, Florida 32819
Ronald H. Leventhal	5601 Windhover Drive Orlando, Florida 32819
William E. Miller II	Route 1 Box 1190 Berryville, Virginia 22611.

IN WITNESS WHEREOF, the undersigned Incorporator
has signed these Articles of Incorporation this 10 day of
March, 1996.

By: [Signature]
Michael E. Mardor
Incorporator

FILED

96 MAR -7 PM 1:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

By: _____

Michael E. Mardor
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 E. Mardor

Date: 3/6/96

Examiner's Initials

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF

CFI GENERAL FUNDING V, INC.

FILED
96 MAR 12 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned sole incorporator of CFI GENERAL FUNDING V, INC. hereby files this First Amendment to the Articles of Incorporation of CFI GENERAL FUNDING V, INC. pursuant to Section 607.1005 of the Florida Statutes. The date of adoption, prior to the issuance of shares, was March 11, 1996.

Article VII of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

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 V, Ltd.

In addition, without the affirmative vote of each member 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 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 a substantial part of its property; 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 any corporate action in furtherance of any such act;

(ii) take any action of the type described in clause (i) above on behalf of or with respect to any partnership of which the Corporation is a general partner; or

(iii) 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.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 10 day of March, 1996.

By: 

Michael E. Marder
Incorporator