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DIVISION OF CORPORATION

CSC networks
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ACCOUNT NO. : 072100000032

REFERENCE : 900799 4367113

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 253.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : March 29, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 900799

CUSTOMER NO: 4367113

CUSTOMER: Ronald A. Burgess, Legal Asst
NASON GILDAN YEAGER AND
GERSON, P.A.
Suite 1200
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

500001762805

DOMESTIC FILING

*** FILE 1ST ***

NAME: CCAGP, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY *** 3 ***
☐ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING *** 3 ***

CONTACT PERSON: LYDIA LOTT

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION

OF

CCAGP, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

CCAGP, INC.

ARTICLE II

ADDRESS

The principal office address of the corporation is:

337 East Indiantown Road
Suite 8
Jupiter, FL 33477

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue One Thousand (1,000) shares of Common Stock having a par value of One Cent (\$.01) per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

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ARTICLE IV

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 Cross Creek Centre Associates, Ltd., a Florida limited partnership (the "Partnership"), which is engaged solely in the ownership, operation and management of the real estate project known as Cross Creek Centre located in Boynton Beach, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Partnership's Limited Partnership Agreement; and

(ii) to engage in such other lawful activities permitted to corporations by the General Corporation Law of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, FL 33401

The name of the initial registered agent of this Corporation at that address shall be:

Gary N. Gerson

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-laws, but at no time shall the number of directors be less than one (1).

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

Street Address

Gary N. Gerson

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, FL 33401

ARTICLE VIII

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation:

A. 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 IV hereof or cause or allow the Partnership to engage in any business or activity other than as set for in its Limited Partnership Agreement;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property (the "Mortgage") 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 the Mortgage indebtedness, permitted thereunder, 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 Partnership, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of 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 or sequestrator (or other similar official) of the Corporation or the Partnership or a substantial part of 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;


- (ix) amend, alter or modify Article IV or this Article VIII or approve an amendment of Section 2.3a., Section 2.7, Section 6.4, Section 10.4 or Section 11.7 of the Partnership Agreement governing the Partnership; or
- (x) withdraw as general partner of the Partnership.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (i) through (vii) and items (ix) and (x).

B. 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 regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arms-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

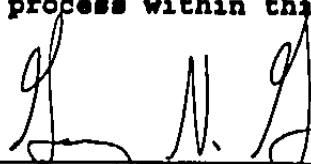
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 27th day of March, 1996.



Gary N. Gerson, Incorporator

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

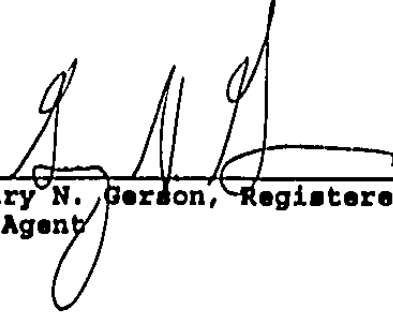
In pursuance of Section 48.091 and Chapter 607, Florida Statutes, CCAGP, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, FL 33401, has named Gary N. Gerson located thereat as its registered agent to accept service of process within this State.

By: 

Gary N. Gerson, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the

obligations of a registered agent and agree to comply with the laws
of Florida applicable thereto.

By: 
Gary N. Gerson, Registered
Agent

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