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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

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Estrich No. 189 Corporation

☒ Profit Arts of Inc.

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

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DIVISION OF CORPORATION
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File 4th

ARTICLES OF INCORPORATION
OF
EASTRICH NO. 189 CORPORATION

FILED
26 MAY 24 PM 4:34

STATE
FLORIDA

ARTICLE I - NAME

The name of the corporation is Eastrich No. 189 Corporation (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the exclusive purpose of (i) acquiring real property, and holding title to and collecting income from such property, (ii) remitting the entire amount of income from such property (less expenses) to one or more organizations (an "Exempt Organization") which is described in subparagraph (C) of Section 501(c)(25) of the Internal Revenue Code of 1986, as amended (the "Code"), and (iii) doing, exercising and performing any act, thing or power necessary, suitable, or desirable for the accomplishment of the foregoing purposes, or the attainment of any objectives or the furtherance of any powers which are lawful purposes, objectives or powers of a corporation organized under Chapter 607 of the Florida Statutes and which may be permitted a corporation exempt from federal income tax under Section 501(c)(25) of the Code. This paragraph is intended to comply with the requirements of Section 501(c)(25) of the Code. Notwithstanding any of the foregoing, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(25).

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value of \$.01 per share.

ARTICLE IV - INITIAL PRINCIPAL
OFFICE AND REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is c/o Aldrich, Eastman & Waltch, L.P., 225 Franklin Street, Boston, Massachusetts 02110, Attn.: General Counsel.

The street address of the initial registered office of this Corporation is 1200 South Pine Island Road, Plantation, FL 33324 and the name of the initial registered agent of this Corporation at such address is CT Corporation System

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the By-laws of the Corporation. The name and address of the initial directors of this Corporation are:

J. Grant Monahan
c/o Aldrich, Eastman & Waltch, L.P.
225 Franklin Street
Boston, Massachusetts 02110

Randy J. Parker
c/o Aldrich, Eastman & Waltch, L.P.
225 Franklin Street
Boston, Massachusetts 02110

Thomas K. Albert
c/o Aldrich, Eastman & Waltch, L.P.
225 Franklin Street
Boston, Massachusetts 02110

ARTICLE VI - OFFICERS

The officers of the Corporation shall be elected as set forth in the By-laws of the Corporation. The initial officers are:

President: Randy J. Parker
c/o Aldrich, Eastman and Waltch, L.P.
225 Franklin Street
Boston, Massachusetts 02110

Vice Presidents: J. Grant Monahan
c/o Aldrich, Eastman & Waltch, L.P.
225 Franklin Street
Boston, Massachusetts 02110

Thomas K. Albert
c/o Aldrich, Eastman & Waltch, L.P.
225 Franklin Street
Boston, Massachusetts 02110

Treasurer: Karin J. Lagerlund
c/o Aldrich, Eastman & Waltch, L.P.
225 Franklin Street
Boston, Massachusetts 02110

Assistant Treasurer: Doreen M. Blebusch
c/o Aldrich, Eastman & Waltch, L.P.
225 Franklin Street
Boston, Massachusetts 02110

Secretary: J. Grant Monahan
c/o Aldrich, Eastman & Waltch, L.P.
225 Franklin Street
Boston, Massachusetts 02110

Assistant Secretary: Arleen M. Bernardi
c/o Aldrich, Eastman & Waltch, L.P.
225 Franklin Street
Boston, Massachusetts 02110

ARTICLE VII - RESTRICTIONS

1. Stockholders may not sell, exchange, or otherwise transfer shares in the Corporation except in a sale, exchange, or transfer which in the opinion of counsel to the Corporation will not result in the termination of the Corporation's status as exempt from federal income tax under Section 501(c)(25) of the Code. Stockholders shall be permitted (i) to dismiss the Corporation's investment advisor, following reasonable notice, upon the vote of the holders of a majority of the Corporation's outstanding common stock and (ii) notwithstanding the first sentence of this paragraph, to terminate their interest in the Corporation by either, or both, of the following alternatives, as determined by the Board of Directors of the Corporation:

- (a) by selling or exchanging their stock in the Corporation (subject to any Federal or state securities law) to an Exempt Organization so long as the sale or exchange does not increase the number of stockholders above thirty-five (35) or otherwise result in the Corporation no longer qualifying as an exempt organization pursuant to Section 501(c)(25) of the Code, or
- (b) by having their stock redeemed by the Corporation after the stockholder has provided ninety (90) days notice to the Corporation.

2. Each stock certificate representing shares of the Corporation's common stock shall bear the following legend:

"The Shares represented by this Certificate have not been registered under the Securities Act of 1933, as amended (the "Act"), and may not be sold or otherwise transferred in the absence of (i) an effective registration statement for the Shares under the Act, or (ii) an opinion of counsel

satisfactory to the Corporation that registration is not required under the Act.

The Shares represented hereby are subject to various other restrictions on sale, exchange or transfer as set forth in Article VII of the Articles of Incorporation of the Corporation and may not be sold, exchanged, assigned, pledged or otherwise transferred except in compliance with said Articles.

Such restrictions include but are not limited to the following:

A. A holder of Shares may terminate its interest in the Corporation by either, or both, of the following alternatives, as determined by the Board of Directors of the Corporation: (a) by selling or exchanging the Shares represented by this Certificate to any organization described in subparagraph (C) of Section 501(c)(25) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue Law) (the "Code") so long as such sale or exchange does not result in the Corporation having more than thirty-five (35) shareholders or otherwise failing to qualify as an exempt organization under Section 501(c)(25) of the Code, or (b) by having the Shares represented hereby redeemed by the Corporation after the holder has provided 90 days notice to the Corporation; and

B. Any other sale, exchange, or transfer of the Corporation's Shares which in the opinion of counsel to the Corporation will not result in termination of the Corporation's status as exempt from federal income tax under Section 501(c)(25) of the Code.

A copy of said Articles and said restrictions are available for examination in the office of the Secretary of the Corporation and a copy thereof will be furnished to any stockholder upon written request to the Corporation therefor."

ARTICLE VIII - OTHER LAWFUL PROVISIONS

The following additional provisions are hereby established for the management, conduct and regulation of the business and affairs of the Corporation, and for creating, limiting, defining and regulating the powers of this Corporation and of its directors and stockholder:

1. Except as otherwise provided in the Articles of Incorporation or the By-Laws of the Corporation as from time to time amended, the business and affairs of the Corporation shall be managed by its board of directors. Without limiting the foregoing, but subject to the requirements of Section 501(c)(25) of the Code, the Board of directors of the Corporation is hereby specifically authorized from time to time in its discretion to determine the manner in which the accounts of the Corporation shall be kept, and to determine for any purpose and in any

manner not inconsistent with other provisions of these Articles of Incorporation, the amount of the gross assets, liabilities, net assets, net earnings, profits and surplus of the Corporation as the same exist or shall have existed at any time or for any period or periods, and to create, increase, abolish or reduce any reserve or reserves for accrued, accruing or contingent liabilities or expenses, including taxes and other charges, and to determine what amounts, if any, shall be declared as dividends. Unless the board of directors otherwise specifies, the excess of the consideration received for any share of its capital stock with par value issued by it over such par value shall be paid-in surplus. The board of directors may allocate to capital stock less than all of the consideration received for any share of its capital stock without par value issued by it, in which case the balance of such consideration shall be paid-in surplus. All surplus shall be available for any corporate purpose, including the payment of dividends.

2. The board of directors shall have full power and authority to determine the terms and manner of issue, including, but not limited to, the consideration therefor, and to issue or cause the issue of all shares of capital stock of the Corporation now or from time to time hereafter authorized.

3. The board of directors is authorized from time to time, in its discretion, to make, amend or repeal the by-laws, in part or in whole, except with respect to any provision thereof which by law or the by-laws requires action by the stockholders.

4. Meetings of stockholders may be held outside the State of Florida. The books of this Corporation may be kept (subject to any provision contained in the Florida Business Corporation Act) outside of 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. Election of directors need not be by ballot unless so requested by the stockholder entitled to vote thereon.

5. Each director or officer of the Corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account of the Corporation, reports made to the Corporation by and of its officers and employees or by counsel, accountants, appraisers or other experts or consultants selected with reasonable care by the directors or officers of the Corporation or upon other records of the Corporation. Without limiting the generality of the foregoing, no director or officer of the Corporation shall be liable to any person on account of any action undertaken by him as such director or officer in reliance in good faith upon information, opinions, investment summaries, reports or records, including financial statements, books of account and other financial records, in each case presented by or prepared by or under the supervision of (1) one or more officers or employees of the Corporation whom the directors or officer reasonably believes to be reliable and competent in the matters presented, or (2) legal counsel, public accountants or other persons as to matters which the director or officer reasonably believes to be within such person's professional or expert competence,

or (3) in the case of a director, a duly constituted committee of the board of directors upon which he does not serve, as to matters within its delegated authority, which committee the director reasonably believes to merit confidence.

6. A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the Florida Business Corporation Act as in effect when such breach occurred, and except (i) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (ii) for any transaction in connection with which such director derived an improper personal benefit. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

7. Each officer or director or former officer or director of the Corporation, and each person who shall, at the Corporation's request, have served as an officer or director of another corporation or as a trustee, partner or officer of a trust, partnership or association, and each person who shall, at the Corporation's request, have served in any capacity with respect to any employee benefit plan, whether or not then in office or then serving with respect to such employee benefit plan, and the heirs, executors, administrators, successors and assigns of each of them shall be indemnified by the Corporation against all liabilities, costs and expenses, including amounts paid in satisfaction of judgments, in compromise and/or as fines or penalties and fees and disbursements of counsel, imposed or actually and necessarily incurred by him or them in connection with or arising out of any action, suit, or proceeding, whether investigative, administrative, civil or criminal, in which he or they may be involved as a party or witness, or incurred in anticipation of any action, suit or proceeding, by reason of his or their being or having been such officer, trustee, partner or director or by reason of any alleged act or omission by him or them in such capacity or in serving with respect to any employee benefit plan, including the cost of reasonable settlement (other than amounts paid to the Corporation itself). Such indemnification shall include payment by the Corporation of expenses incurred by him or them in connection with any such action, suit, or proceeding in advance of the final disposition thereof, upon receipt of an undertaking by the person(s) indemnified to repay such payment if he or they shall be adjudicated to be not entitled to indemnification under this Article, which undertaking shall be accepted by the Corporation without reference to the financial ability of such person to make repayment. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director, officer, trustee, partner or person serving with respect to any employee benefit plan may be entitled as a matter of law. These indemnity provisions shall be separable, and if any portion thereof shall be finally adjudged to be invalid, such invalidity shall not affect other portion which can be given effect.

8. The Corporation shall not, however, indemnify any such person, or his heirs, executors, administrators, successors, or assigns, with respect to any matter as to which he shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation, or to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

9. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, trustee, partner, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, partner, employee or other agent of another Corporation, association, trust or partnership against any liability incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

10. The provisions of this Article may be amended or repealed by the stockholders; however, no amendment or repeal of such provisions which adversely affects the rights of a director or officer under this Article with respect to his acts or omissions at any time prior to such amendment or repeal, shall apply to him without his prior written consent.

11. The Corporation may enter into contracts and transact business with one or more of its directors, officers or stockholders, or with any corporation, association, trust, firm, partnership or other concern in which any one or more of its directors, officers or stockholders are directors, officers, stockholders, trustees, shareholders, beneficiaries, partners or otherwise interested; and in the absence of fraud no such contract or transaction shall be invalidated or in any way affected by the fact that such directors, officers or stockholders of the Corporation have or may have interests which are or might be adverse to the interests of the Corporation, even though the vote or action of the directors, officers or stockholders having such adverse interests may have been necessary to obligate the Corporation upon such contract or transaction, if:

- (i) the material facts as to such person's or persons' relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee thereof which authorizes the contract or transaction, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- (ii) the material facts as to said person's or persons' relationship or interest and as to the contract or

transaction are disclosed or are known to the stockholders (whether or not so disinterested) of the Corporation entitled to vote thereon, and the contract or transaction is specifically approved in good faith by the vote of said stockholders holding a majority of the Corporation's outstanding common stock; or

- (iii) the contract or transaction is fair to the Corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof, or the stockholders.

12. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of the committee which authorizes the contract or transaction. No director or officer shall be disqualified from holding office as a director or officer of the Corporation by reason of any such adverse interest. In the absence of fraud, no director, officer or stockholder having such adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof, or to any other person, for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer or stockholder be accountable for any gains or profits realized thereon.

13. Any contract or transaction entered into by the Corporation or act of the board of directors on behalf of this Corporation which shall be authorized, approved or ratified by the holders of a majority of the outstanding shares of this Corporation's common stock at any special meeting duly called for that purpose, or at any annual meeting, at which a quorum is present or represented, or by their consent in writing, shall be as valid and binding as though authorized, approved or ratified by every stockholder of this Corporation.

14. Except where by statute, these Articles of Incorporation or the by-laws a larger vote or quorum is necessary for any action to be taken, the presence at a meeting by proxy or otherwise of the holders of a majority of the Corporation's common stock then outstanding shall constitute a quorum for the transaction of any business.

15. When a quorum is present at any meeting, the vote of the holders of a majority of the Corporation's outstanding common stock having voting power present at the meeting shall decide any question brought before such meeting, unless the question is one for which by express provisions of statute, these Articles of Incorporation or the by-laws a different vote is required, in which case such express provision shall govern and control the decision of such question.

16. The purchase or other acquisition or retention by the Corporation of shares of its own capital stock shall not be deemed a reduction of its capital stock.

Upon any reduction of capital or capital stock, no stockholder shall have any right to demand any distribution from the Corporation, except as and the extent that the stockholders shall have provided at the time of authorizing such reduction.

17. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(25) of the Code.

ARTICLE IX - INCORPORATOR

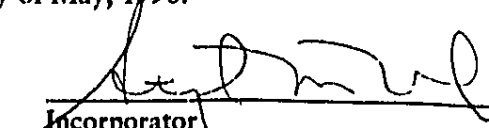
The name and address of the person signing these Articles of Incorporation is:

Stephen M. Nolan
Hill & Barlow, a Professional Corporation
One International Place
Boston, MA 02110

ARTICLE X - DURATION

The Corporation shall exist perpetually.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of May, 1996.


Incorporator

Commonwealth of Massachusetts)
COUNTY OF SUFFOLK) SS:

The foregoing instrument was acknowledged before me this 22nd day of May, 1996, by Stephen M. Nolan, as Incorporator, who is personally known to me and who acknowledged the foregoing to be his/her free act and deed.

Paula D. Burns
Name: Paula D. Burns
My commission expires: 6/6/97

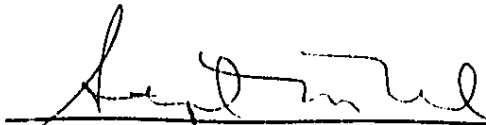
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

Eastrich No. 189 Corporation, desiring to organize or qualify under the laws of the State of Florida hereby designates CT Corporation System as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1200 South Pine Island Road, Plantation, FL 33324.

DATED this 22nd day of May, 1996.

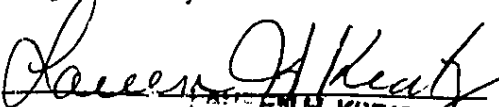

Stephen M. Nolan
Incorporator

Having been named as registered agent to accept service of process for the above sated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 23 day of May, 1996.

CT Corporation System

By:


KAREN H. KHEATZ
SPECIAL ASST. SECRETARY

0223585.01

FILED
96 MAY 24 PM 4:34
TALLAHASSEE, FLORIDA