

P960000 45473

Robert Lee Shapiro, Esq.

Requestor's Name

1645 Palm Beach Lakes Blvd.
Suite 600

Address

West Palm Beach, FL 33401

107-684-4500

City/State/Zip

Phone #

000001846850

-06/03/96--01002--006

***122.50 ***122.50

Office Use Only

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

1. CONCORD G.P. CORP.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

FILED
96 MAY 29 PM 2:13
TALLAHASSEE FLORIDA

☒ Walk in

☐ Mail out

☒ Pick up time

Call 904-224-5596 for pick up - Richard M. Powers, Esq.

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ 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

DIVISION OF CORPORATION

96 MAY 29 PM 2:29

RECEIVED

5/29/96

ARTICLES OF INCORPORATION

OF

CONCORD G.P. CORP.

FILED

96 MAY 29 PM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files 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 the corporation shall be CONCORD G.P. CORP. The mailing address is: 10800 Biscayne Blvd., Room 510, Miami, FL 33161.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is all lawful business and engaging in any activity or business permitted under the laws of the United State or of this State.

Initially, this Corporation shall be the general partner in that certain Limited Partnership known as Concord Shopping Plaza Partner, L.P., a Florida limited partnership ("Limited Partnership"). The Limited Partnership will be a partner in Concord Shopping Plaza, a Florida general partnership ("Partnership"). The Partnership currently owns that certain Shopping Center known as Concord Shopping Plaza ("Shopping Center").

Notwithstanding the foregoing, while the Shopping Center is encumbered by that certain mortgage loan (the "Loan") originated by Heller Financial, Inc. and assigned to Lehman Brothers Holdings, Inc., d/b/a Lehman Capital, or its successors and assigns ("Lender") (except following a permitted sale of Concord Shopping Plaza by the Partnership pursuant to the terms of said Loan), the Corporation shall not, without the prior consent of Lender:

(i) Engage in any business or activity other than the ownership of its partnership interest in the Limited Partnership and activities incidental thereto;

(ii) Acquire or own any material assets other than its interest in the Limited Partnership;

(iii) Commingle its assets with the assets of any other person or entity;

(iv) Except as set forth in the documents relating to the Loan or in the Partnership Agreement or Limited Partnership Agreement, incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than the Loan or as set forth in the Partnership Agreement;

(v) Enter into any contract or agreement with any person or entity which is a partner or affiliate of the Partnership or Limited Partnership, except upon terms and conditions that are fair and substantially similar to those that would be available on an arms-length basis with third parties other than those approved by Lender or its successor or assigns;

(vi) Hold itself out to be responsible for the debts of another person;

(vii) Make any loans or advances to any third party, including any partner of the Partnership, Limited Partnership or any Affiliate of the Partnership or Limited Partnership;

(viii) Agree to enter into or consummate any transaction which would render this Corporation or the Partnership or Limited Partnership unable to furnish the certification or other evidence required in connection with the Loan; or

(ix) Merge into, or consolidate with, any person or entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all, or substantially all, of its assets or change its legal structure.

(x) Violate the Limited Partnership Agreement.

(xi) File, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings or cause the Partnership or Limited Partnership to do so.

(xii) Dissolve, liquidate, consolidate, merge or sell all or substantially all of the assets of the Corporation or cause the Limited Partnership to do so.

(xiii) Engage in any other business activity.

(xiv) Amend the Articles of Incorporation of the Corporation or vote to amend the Partnership Agreement or the Limited Partnership Agreement.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$.01 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1645 Palm Beach Lakes Boulevard, Suite 600, West Palm Beach, Florida 33401 and the name of the initial registered agent at such address is Robert Lee Shapiro.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of not less than one (1) nor more than nine (9) members. The number of directors may be increased or decreased from time to time as authorized by the By-Laws, but shall never be less than one (1). The name and address of the initial director is:

Robert Lee Shapiro
1645 Palm Beach Lakes Boulevard
Suite 600
West Palm Beach, FL 33401

ARTICLE VII -- INCORPORATORS

The name and address of the person signing these Articles is: Perry, Shapiro & Adams, P.A., 1645 Palm Beach Lakes Boulevard, Suite 600, West Palm Beach, FL 33401.

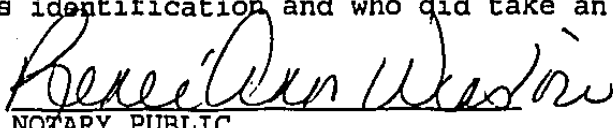
IN WITNESS WHEREOF, I have made and subscribed these Articles this 28th day of May, 1996.

PERRY, SHAPIRO & ADAMS, P.A.

BY: 
Robert Lee Shapiro, V.P.

STATE OF FLORIDA
COUNTY OF PALM BEACH


The foregoing instrument was acknowledged before me this 28th day of May, 1996, by Robert Lee Shapiro, Vice President of Perry, Shapiro & Adams, P.A., who is personally known to me or who has produced a driver's license as identification and who did take an oath.


NOTARY PUBLIC
(Notary Seal)



RENEE ANN WINSLOW
MY COMMISSION # CC 214708 EXPIRES
August 23, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN
THESE ARTICLES OF INCORPORATION.


ROBERT LEE SHAPIRO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA