

P960000062842

WILKINSON, LOCKER, MILLER, WHATLEY & STEIN  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELLORS AT LAW  
NORTH BEND, DORNBURG PLAZA  
101 EAST KENNEDY BOULEVARD, P.O. BOX 1000  
TALLAHASSEE, FLORIDA 32301-1000  
(904) 244-7011

FILED  
96 JUL 25 PM 4:01  
TALLAHASSEE  
TELEPHONE  
(904) 244-7011

July 24, 1996

IN REPLY REFER TO  
17961058

VIA FEDERAL EXPRESS

New Filing Section  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32301

60000019074546  
-07/25/96--01075--011  
\*\*\*122.50 \*\*\*122.50

Re: First Commercial Properties, Inc.

Ladies and Gentlemen:

Enclosed please find duplicate originals of the Articles of Incorporation for the above-referenced corporation for filing together with our check in the amount of \$122.50 broken down as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
<b>TOTAL</b>	<b>\$122.50</b>

Kindly file one original of the Articles of Incorporation and certify the remaining original. Once filing is completed, please forward the certified original of the Articles of Incorporation to the undersigned.

Please call me should you have any questions.

Very truly yours,

*Jacqueline B. Whatley*  
Jacqueline B. Whatley, Esq.

JBW/ss

Enclosures

cc: First Commercial Properties, Inc.

cc: Article file

7/26/96 26155

7-26-96

**ARTICLES OF INCORPORATION  
OF  
FIRST COMMERCIAL PROPERTIES, INC.**

FILED  
96 JUL 25 PM 4:01  
SEC. STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby makes, subscribes and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit, in accordance with the Florida Business Corporation Act, Chapter 607, Florida Statutes.

**ITEM 1. NAME OF CORPORATION.**

1.01 Name - The name of this corporation shall be **FIRST COMMERCIAL PROPERTIES, INC.**

**ITEM 2. GENERAL PURPOSES AND NATURE OF BUSINESS.**

2.01 Purposes and Powers - The general purposes for which this corporation is organized and the general nature of the business to be transacted by this corporation is to do all things natural persons might or could lawfully do in the premises, including without limitation the following:

(1) To engage in the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

(2) To purchase, issue, own, hold, sell, draw, accept and discount bonds, shares of stock of all kinds, including shares of this corporation, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing and other instruments evidencing any and all rights and interests in and to any real estate, chattels, or choses in

action, including the power to exercise all the rights and privileges of owner or owners thereof;

(3) To borrow or raise money for any of the purposes of this corporation, in such amounts as the Board of Directors may from time to time determine; to issue bonds, debentures, notes or other obligations of any nature, and in any manner for monies so borrowed without limit as to amount, and if and to the extent so determined, to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, either at the time owned or thereafter acquired or in any other manner;

(4) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct; to pay for the same in cash or shares or bonds of the corporation or otherwise; to hold, utilize or in any manner dispose of the whole or any part of the rights and properties so acquired and to assume in connection therewith any liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the rights and properties so acquired and to assume in connection therewith any liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired;

(5) To lend money and negotiate loans, to draw, accept, endorse, deposit, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments and securities, generally to carry on and undertake any business, undertake any transaction or operation commonly carried on or undertaken by capitalists, promoters and financiers to enhance the value of or render profitable any property or right of the corporation;

(6) To adopt, apply for, obtain, register, purchase, lease, take assignments of licenses of or otherwise to acquire, to obtain the use of and to hold, protect, own, use, develop, introduce, advertise and exploit, and to sell, assign, lease, grant licenses or other rights in respect to, make contracts concerning, or otherwise deal with, dispose of, or turn to account any copyrights, trademarks, trade names, labels, brands, patent rights, letters patent and patent applications of the United States of America or of any other country, government or authority, and any inventions, improvements, processes, formulae, mechanical or other combinations, licenses and privileges, whether in connection with or secured under letters patent or otherwise, which are or shall be necessary, convenient, adaptable for the utilization by the corporation in any way, directly or indirectly, of such letters patent and patent applications, trade names, trademarks, copyrights and pending applications therefor, inventions, improvements, processes, formulae, mechanical and other combinations, of licenses and privileges;

(7) To purchase or acquire by gift, devise, bequest or otherwise, and to hold, own, lease, use, mortgage, pledge, sell, convey, assign, transfer, exchange or

otherwise dispose of property of every nature and description, real, personal or mixed, or any right or interest therein, without limit as to amount within or without the State of Florida;

(8) To enter into, make and perform contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government or colony or dependency or agency thereof;

(9) To do all and everything necessary or proper for the accomplishments of the objects enumerated or necessary or incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized;

(10) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed hereunder and to do any and all of the things hereinbefore set forth as principal, agent or as a member of a joint venture whether with an individual or another corporation or otherwise, either alone or in conjunction with others, and in any part of the world;

(11) The objects and purposes specified in the foregoing clauses of this Item, shall, except where otherwise expressed in this Item, be in no wise limited or restricted by reference to, or inference from the terms of any other clause of this or any

other item of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

### **ITEM 3. SHARES.**

3.01 Number – The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 having a nominal or par value of \$1.00. Said shares shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting for that purpose.

### **ITEM 4. CORPORATE EXISTENCE.**

4.01 Duration – This corporation shall commence existence on the date of filing these Articles, and shall exist perpetually thereafter unless dissolved according to law.

### **ITEM 5. INITIAL REGISTERED OFFICE REGISTERED AGENT AND MAILING ADDRESS OF CORPORATION.**

5.01 Initial Registered Office – The street address of the initial Registered Office of the corporation in the State of Florida is 4902 Eisenhower Boulevard, Suite 380, Florida 33634 and the initial Registered Agent is Eric E. E. Bessem.

5.02 Mailing Address of Corporation – The initial mailing address of the corporation is 4902 Eisenhower Boulevard, Suite 380, Tampa, Florida 33634.

5.03 Relocation – The Board of Directors may, from time to time, move the location of the Registered Office to any other address in Florida, change the Registered Agent of the corporation, and change the mailing address of the corporation.

### **ITEM 6. NUMBER OF DIRECTORS.**

6.01 Number - The number of Directors of this corporation shall not be less than one (1), and the initial number of Directors shall be one (1).

The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders but shall never be less than one (1).

**ITEM 7. NAMES AND ADDRESSES OF BOARD OF DIRECTORS.**

7.01 Designation - The name and post office addresses and street addresses of each member of the first Board of Directors, each of whom shall serve until the first annual meeting of shareholders, or until his successor shall have been elected and qualified or until his earlier death, resignation or removal from office, are:

<u>NAME</u>	<u>ADDRESS</u>
Herman Bessem	Waaltdorperweg 109 2597 HS Den Haag The Netherlands

**ITEM 8. NAME AND ADDRESS OF INCORPORATOR.**

8.01 Designation - The name and street address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eric E. E. Bessem	4902 Eisenhower Blvd., Suite #380 Tampa, Florida 33634

**ITEM 9. ADDITIONAL PROVISIONS.**

9.01 Powers of Board of Directors - In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To make, amend and alter the By-Laws of this corporation, except that any By-Law increasing or diminishing the number of Directors must be adopted by the Shareholders;

(2) To fix the amount to be reserved as working capital over and above its capital stock paid in;

(3) From time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts of the corporation other than the stock book or any of them shall be open to inspection of the Shareholders; and no Shareholder shall have any right of inspection of any account book or documents of this corporation except as conferred by statute unless authorized by resolution of the Shareholders or Directors;

9.02. Disposition of Assets – The corporation may sell, lease, exchange, or otherwise dispose of all, or substantially all of its property in the manner set forth in the sections of the Florida Business Corporation Act provided therefor upon compliance with said sections.

9.03 Powers – The corporation may in By-Laws adopted by the Shareholders confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Directors by statutes.

9.04 Preemptive Rights – No holder of shares of the corporation of any class shall have any preferential, preemptive or other rights to subscribe for or to purchase from the corporation any shares of the corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations, or other securities, which the corporation may at any time issue, whether or



not the same shall be convertible into shares of the corporation of any class or shall entitle the owner or holder to purchase shares of the corporation of any class.

9.05 Self-Dealing – No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is or are interested in, or a director or directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

9.06 Amendment – This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter prescribed by statute, and all rights conferred upon Shareholders herein are granted subject to this reservation.

9.07 Share Transfer Restrictions – The Board of Directors or the Shareholders of this corporation by the adoption of appropriate By-Laws for this

corporation, or the Shareholders by agreement among themselves, may impose or authorize whatever restrictions on the transfer or registration of transfer of the shares of this corporation as they shall deem appropriate, as long as the restrictions are not in contravention with the statutes of the State of Florida under which this corporation is organized.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of July, 1996.



Eric E. Bessem

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHO PROCESS MAY BE SERVED.**

96 FILED  
JUL 25 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That FIRST COMMERCIAL PROPERTIES, INC., a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4902 Eisenhower Boulevard, Suite 380, City of Tampa, County of Hillsborough, State of Florida 33634, has named Eric E. E. Bessem located at 4902 Eisenhower Boulevard, Suite 380, City of Tampa, County of Hillsborough, State of Florida 33634 as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office and we are familiar with, and accept, the obligations of the position of Resident Agent.



Eric E. E. Bessem

Date. July 24, 1996

P96000062842

FILED  
96 DEC 15 14 10 03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Requestor's Name  
See next pg.  
Address  
City/State/Zip Phone #

Office Use Only

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

1. 7001002029987---4  
(Corporation Name) (Document #) -12/17/96--01019--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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

RA Chg.

VS DEC 26 1996

**GIBBONS, TUCKER, MILLER, WHITLEY & STEIN**

A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELLORS AT LAW

SUITE 1000, BARNETT PLAZA

101 EAST KENNEDY BOULEVARD, P. O. BOX 1000

TALLAHASSEE, FLORIDA 32301-1000

910-440-7041

TELEPHONE

910-440-7040

December 12, 1996

IN REPLY REFER TO

E61/941192

Division of Corporations  
Attention: Amendment Section  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Ladies and Gentlemen:

In connection with the change of registered agent for the following Florida corporations and limited partnerships, enclosed herewith please find the following items:

1. Statement of Change of Registered Office or Registered Agent or Both for Corporations for Euro I, Inc. together with our check in the amount of \$35.00 for the filing fee;
2. Statement of Change of Registered Office or Registered Agent or Both for Corporations for Euro III, Inc. together with our check in the amount of \$35.00 for the filing fee;
3. Statement of Change of Registered Office or Registered Agent or Both for Corporations for Euro IV, Inc. together with our check in the amount of \$35.00 for the filing fee;
4. Statement of Change of Registered Office or Registered Agent or Both for Corporations for Euro V, Inc. together with our check in the amount of \$35.00 for the filing fee;


5. Statement of Change of Registered Office or Registered Agent or Both for Corporations for **Euro VI, Inc.** together with our check in the amount of \$35.00 for the filing fee;
6. Statement of Change of Registered Office or Registered Agent or Both for Corporations for **Euro VII, Inc.** together with our check in the amount of \$35.00 for the filing fee;
7. Statement of Change of Registered Office or Registered Agent or Both for Corporations for **Euro VIII, Inc.** together with our check in the amount of \$35.00 for the filing fee;
8. Statement of Change of Registered Office or Registered Agent or Both for Corporations for **Euro IX, Inc.** together with our check in the amount of \$35.00 for the filing fee;
9. Statement of Change of Registered Office or Registered Agent or Both for Corporations for **Euro X, Inc.** together with our check in the amount of \$35.00 for the filing fee;
10. Statement of Change of Registered Office or Registered Agent or Both for Corporations for **Euro American Management, Inc.** together with our check in the amount of \$35.00 for the filing fee;
11. Statement of Change of Registered Office or Registered Agent or Both for Corporations for **Ameurco Management, Inc.** together with our check in the amount of \$35.00 for the filing fee;
12. Statement of Change of Registered Office or Registered Agent or Both for Corporations for **First Commercial Properties, Inc.** together with our check in the amount of \$35.00 for the filing fee;
13. Limited Partnership Statement of Change of Registered Office or Registered Agent for **Eller Drive Limited Partnership** together with our check in the amount of \$35.00 for the filing fee; and

Division of Corporations  
December 12, 1996  
Page 3

14. Limited Partnership Statement of Change of Registered Office or Registered Agent for Dupont Station Limited Partnership together with our check in the amount of \$35.00 for the filing fee.

Please call me should you have any questions.

Very truly yours,

  
Jacqueline B. Whatley  
JBW/ss  
Enclosures  
cc: Mr. Eric R. E. Bessem (without enclosures)  
corpugenichg.ltr

Florida Department of State, Sandra B. Mortham, Secretary of State

## STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: First Commercial Properties, Inc.
2. The mailing address of the corporation is: c/o Euro American Management, 4902 Eisenhower Blvd, #380, Tampa, Florida 33634
3. Date of incorporation/qualification: 7/25/96 Document number: P96000062842
4. The name and address of the current registered agent and office:  
Eric E. E. Bessem  
c/o Euro American Management  
4902 Eisenhower Blvd. #380  
Tampa, Florida 33634
5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)  
Euro American Management, Inc.  
4902 Eisenhower Blvd. #380  
Tampa, Florida 33634

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

  
(Signature of an officer, chairman or vice chairman of the board)

November 29, 1996

(Date)

Eric E. E. Bessem, President

(Printed or typed name and title)

*Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.*

Euro American Management, Inc.

By: 

(Signature of Registered Agent)

November 29, 1996

(Date)

If signing on behalf of an entity:

Eric E. E. Bessem

(Typed or Printed Name)

President

(Capacity)





## EURO AMERICAN MANAGEMENT, INC.

4350 W. Cypress Street • Suite 250 • Tampa, Florida 33607 • (813) 353-8800 • Fax: (813) 353-8801

P96000062842

July 31, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Change of Addresses

I am writing to request the following changes of address for the partnerships and corporations listed below:

Please change the Mailing Address, Principal Office Address and Registered Agent, of the following to:

C/o Euro American Management, Inc.  
4350 West Cypress Street  
Suite 250  
Tampa, Florida 33607

Entity	Document #
• Village West C.V., Ltd.	A20822
• Village West Beheer, B.V., Inc.	P07091 -
• Indian Hills C.V., Ltd.	A15541
• Indian Hills Fase 2 C.V., Ltd.	A16539
• Indian Hills III, C.V., Ltd.	A18819
• Cofin Commerce and Finance Corp.	P35394 -
• Indian Hills 1,2, & 3, Inc.	F95000001461 -
• Kelvast B.V., Inc.	P01565 -
• Piers Shopping Center, Ltd.	A93000001400
• One Pensacola Plaza Ltd.	A95000000165
• Village on Lorna Shopping Center, Ltd.	A95000000782
• Lake Washington Crossing Ltd.	A96000000954
• Argyle Village Sq. Shopping Center, Ltd.	A95000000194
• Church Street Market Ltd.	A94000000379
• Amerco Management, Inc.	S58076 -
• Euro American Management, Inc.	P930000042398 -
• One President's Plaza, Ltd.	A93000000792
• First Commercial Properties, Inc.	P96000062842 -

Kelly  
9/11



## **EURO AMERICAN MANAGEMENT, INC.**

Change of Address  
Page Two

Also, please change the Mailing Address and Registered Agent address for the following entities to the same as above:

<u>Entity</u>	<u>Document</u>
• <u>Flovista</u> B. V., Inc.	P03518 -
• Granada Bay, C.V., Ltd.	A17557
• Pershing Park, C.V., Ltd.	A22731
• Euro American Investors Autumn, B.V.	F970000002287 -
• Springs Enterprises, Inc.	F49864 -

Enclosed please find the Annual Reports filed and the Certificate of Status on each entity confirmed by your office.

If you should have any questions, please feel free to call me at (813) 353-8800.

Very truly yours,

Kristen L. Kennedy  
Controller

Enclosures