

P960000064140



**VINLAND PROPERTY TRUST**

July 25, 1996

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

RE: Collegewood Property, Inc.

800001909898  
-07/30/96--01117--010  
\*\*\*131.25 \*\*\*131.25

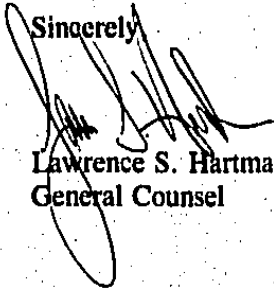
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation and the affirmation of the Sole Incorporator for Collegewood Property, Inc. and a check in the amount of \$131.25 as the filing fee and as a request for a certified copy and a copy of the Certificate. Kindly accept the enclosed filing and return the requisite documents to me at your earliest convenience to:

Lawrence S. Hartman, Esq.  
Vinland Property Trust  
280 Park Avenue  
East Building, 20th Floor  
New York, New York 10017  
Phone: (212) 949-5000

Thank you very much for your assistance.

Sincerely

  
Lawrence S. Hartman  
General Counsel

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUL 30 PM 3:10

FILED

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
COLLEGEWOOD PROPERTY, INC.**

**FILED**  
96 JUL 30 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "Corporation") is Collegewood Property, Inc.

**SECOND:** The street and mailing address, wherever located, of the principal office of the Corporation is 280 Park Avenue, East Building, 20th Floor, New York, New York 10017.

**THIRD:** The number of shares that the Corporation is authorized to issue is 1,000, at a par value of \$1.00 each all of which are of the same class and are Common shares.

**FOURTH:** The street address of the initial registered office of the Corporation in the State of Florida is c/o CT Corporation System, 7200 South Pine Island, Plantation, Florida 33324. The name of the initial registered agent of the Corporation at the said registered office is CT Corporation System.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**FIFTH:** The name and the address of the incorporator is Lawrence S. Hartman, 280 Park Avenue, East Building, 20th Floor, New York, New York 10017.

**SIXTH:** No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their

reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

**SEVENTH:** The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, chooses in action, notes, bonds, mortgages, and securities as may lawfully be acquired; held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

**EIGHTH:** The duration of the Corporation shall be perpetual.

**NINTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**TENTH:** Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

**ELEVENTH:** The Initial Board of Directors of the Corporation shall be William S. Friedman.

Signed on July 22, 1996

  
\_\_\_\_\_  
LAWRENCE S. HARTMAN, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, 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 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.

CT CORPORATION SYSTEM

By: 

Name: Kimberly D. Gilbertson

Title: Assistant Secretary

Date: July 22, 1996

FILED  
96 JUL 30 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


**CERTIFICATE OF SOLE INCORPORATOR  
OF  
COLLEGEWOOD PROPERTY, INC.**

\*\*\* 871 872 873 874 875 876 877 878 \*\*\*

The undersigned, being the sole incorporator of COLLEGEWOOD PROPERTY, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. I am the sole incorporator of the Corporation.
2. I hereby appoint William S. Friedman as the initial director of the Corporation to serve until his successor is elected and qualifies.

New York, New York  
July 22, 1996

  
\_\_\_\_\_  
Lawrence S. Hartman, Sole Incorporator