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Premier Hall
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 081528 4304524

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyjette

ORDER DATE : September 11, 1996

ORDER TIME : 10:21 AM

ORDER NO. : 081528

CUSTOMER NO: 4304524

800001844738

CUSTOMER: Pamela J. Heller, Legal Asst
SONNENSCHN NATH & ROSENTHAL

8000 Sears Tower
233 South Wacker Drive
Chicago, IL 60606

DOMESTIC FILING

NAME: WATERTON PD II, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 11 PM 2:13

RECEIVED
96 SEP 11 AM 11:49
DIVISION OF CORPORATION

9/11/96

ARTICLES OF INCORPORATION
OF

WATERTON PD II, INC.

FILED
CLERK OF DISTRICT COURT
96 SEP 11 PM 2:19

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: Name. The corporate name for the corporation (hereinafter called the "corporation") is WATERTON PD II, INC.

SECOND: Duration. The duration of the corporation shall be perpetual.

THIRD: Purpose. 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 act as General Partner of Waterton Harbor Limited Partnership, a Florida limited partnership (the "Partnership"), and any lawful business in connection therewith.

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.

FOURTH: Location. The street address, wherever located, of the principal office of the corporation is 225 West Washington Street, Suite 1650, Chicago, Illinois 60606.

The mailing address, wherever located, of the corporation is 225 West Washington Street, Suite 1650, Chicago, Illinois 60606.

FIFTH: Registered Office and Agent. The street address of the initial registered office of the corporation in the state of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

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 part of these Articles of Incorporation.

SIXTH: Commencement of Business. The corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

SEVENTH: Shares. The aggregate number of shares that the corporation is authorized to issue is One Hundred Thousand (100,000) Common Shares, all of which are of a par value of One Cent (\$0.01) per share.

EIGHTH: Pre-Emptive Rights. Shareholders shall have pre-emptive rights to purchase shares of the corporation.

NINTH: Cumulative Voting. Cumulative voting is not denied.

TENTH: Written Consent by Shareholders. Any action which must be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without notice and without a vote, if a consent or consents in writing, setting forth the action taken, is signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

ELEVENTH: Initial Directors. The number of directors constituting the initial Board of Directors is two; thereafter, the number of directors of the corporation shall be fixed in accordance with the Bylaws.

TWELFTH: Limitation of Liability of Directors. Directors of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this provision shall not eliminate or limit the liability of a director for:

- (1) a breach of a director's duty of loyalty to the corporation or its shareholders;
- (2) an act or omission not in good faith that constitutes a breach of the director's duty to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (4) an act or omission for which the liability of a director is expressly provided by statute; or

- (5) an act related to an unlawful stock repurchase or payment of a dividend.

THIRTEENTH: Incorporator. The name and the address of the incorporator is Peter M. Vilim, 225 West Washington Street, Suite 1650, Chicago, Illinois 60606.

FOURTEENTH: Existence. The corporate existence of the corporation shall be on the date of filing of the Articles of Incorporation.

FIFTEENTH: 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 to a person who has ceased to be a director, officer, employee, or agent and shall insure to the benefit of the heirs, executors, and administrators of such a person.

SIXTEENTH: 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.



Peter M. Vilim

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.

CORPORATION SERVICE COMPANY

By: Garic Shelly, as agent
GAIL SHELBY

Date: 9-11-96

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