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-05/19/97-01106-006  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 VCP - Chas Ridge Associates Inc. (Corporation Name) (Document #) **EFFECTIVE DATE 5-16-97**

2 RUSH (Corporation Name) (Document #)

3 File First (Corporation Name) (Document #)

4 \_\_\_\_\_ (Corporation Name) (Document #)

☒ Walk In

☐ Pick Up Time \_\_\_\_\_

☐ Mail Out

☐ Will Wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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

**HOLD FOR  
PICKUP BY  
UCC SERVICES**

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
VCP - CHASE RIDGE ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is VCP - Chase Ridge Associates, Inc.

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

The purpose for which the corporation is organized, subject to the provisions of the Florida Business Corporation Act, is solely to acquire, manage, own and hold the general partnership interest in VCP - Chase Ridge Associates, Ltd. ("Partnership") and to act as the general partner in such Partnership with all of the rights, powers, obligations and liabilities of general partner under the limited partnership agreement ("Limited Partnership Agreement") of such Partnership and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same.

ARTICLE V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of ten cents (\$0.10) per share.

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FILED  
CLERK OF THE COURT  
JACKSONVILLE, FLORIDA

EFFECTIVE DATE  
5-16-97

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

#### **ARTICLE VI** **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257, and the name of the initial registered agent of this corporation at that address is Mark T. Farrell.

#### **ARTICLE VII** **Directors**

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the sole member of the first board of directors of the corporation is:

John D. Rood  
3030 Hartley Road  
Suite 100  
Jacksonville, Florida 32257

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### **ARTICLE VIII** **Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders

specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX**  
**CORPORATE SEPARATENESS**

The corporation shall at all times observe the applicable legal requirements for the recognition of the corporation as a legal entity separate from any Partners and Affiliate (as defined below) including, without limitation, as follows:

(a) The corporation shall maintain its principal executive office and telephone and facsimile numbers separate from that of any Affiliate and shall conspicuously identify such office and numbers as its own. Additionally, the corporation shall use its own separate stationary, invoices and checks which reflects its separate address, telephone number and facsimile number, as appropriate.

(b) The corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any other entity. The corporation shall prepare unaudited quarterly and annual financial statements and the corporation's financial statements shall substantially comply with generally accepted account principles.

(c) The corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.

(d) The corporation shall hold itself out to the public (including any Affiliate's creditors) under the corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.

(e) All customary formalities regarding the corporate existence of the corporation, including holding meetings of or obtaining the consent of its board of directors, as appropriate, and its stockholders and maintaining current and accurate minute books separate from those of any Affiliate shall be observed.

(f) The corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of the corporation.

(g) Investments shall be made in the name of the corporation directly by the corporation or on its behalf by brokers engaged and paid by the corporation or its agents.

(h) Except as required by First Union National Bank of North Carolina, or its successors or assigns ("Bank") the corporation

shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Partner or any Affiliate, nor shall it make any loan, except as permitted in the Limited Partnership Agreement.

(i) The corporation is and will be solvent and shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses from its own separate assets.

(j) Assets of the corporation shall be separately identified, maintained and segregated. The corporation's assets shall at all times be held by or on behalf of the corporation and if held on behalf of the corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number separate from those of any Affiliate.

(k) The corporation shall not take any action if, as a result of such action, the corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

(l) The corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

(m) All data and records (including computer records) used by the corporation or any Affiliate in the collection and administration of any loan shall reflect the corporation's ownership interest therein.

(n) None of the corporation's funds shall be invested in securities issued by any Affiliate.

"Affiliate" means any person or entity other than the corporation (i) which owns beneficially, directly or indirectly, more than fifty percent (50%) of the outstanding shares of the common stock or which is otherwise in control of the corporation, (ii) of which more than fifty percent (50%) of the outstanding voting securities are owned beneficially, directly or indirectly, by any entity described in clause (i) above, or (iii) which is controlled by any entity described in clause (i) above, provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

**ARTICLE X**  
**BANKRUPTCY, ETC.**

The corporation shall not, without the affirmative vote of one hundred percent (100%) of the board of directors institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the corporation or a substantial part of its property, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due or take any corporate action in furtherance of any such action.

**ARTICLE XI**  
**CORPORATE AUTHORITY**

Additionally, the corporation shall not, without the affirmative vote of one hundred percent (100%) of the board of directors (a) liquidate or dissolve the corporation in whole or in part, (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the corporation, nor convey, transfer or lease its assets substantially as an entity to any person or entity, and (c) amend or modify these Articles of Incorporation.

**ARTICLE XII**  
**Incorporator**

The name and street address of the incorporator of this corporation is:

Mark T. Farrell  
3030 Hartley Road  
Suite 100  
Jacksonville, Florida 32257

**ARTICLE XIII**  
**Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the shareholders is subject to this reservation. Notwithstanding anything to the contrary, the corporation may not amend Articles IV, IX, X and XI hereof, so long as any indebtedness remains outstanding to the Bank (as hereafter

defined) by the corporation or the Partnership unless the Bank consents to such amendment in writing. Such consent of the Bank is a pre-requisite for such amendment being effective.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 16<sup>th</sup> day of May, 1997.

Mark T. Farrell  
Mark T. Farrell

STATE OF FLORIDA     }  
                              }SS  
COUNTY OF DUVAL     }

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of May, 1997, by Mark T. Farrell.

Karen Matthews  
(Print Name Karen Matthews)  
NOTARY PUBLIC  
State of Florida at Large  
Commission # CC638177  
My Commission Expires: April 13, 2001

Personally known ✓  
or Produced I.D. \_\_\_\_\_  
[check one of the above]  
Type of Identification Produced \_\_\_\_\_



Karen K. Matthews  
My Commission CC638177  
Expires April 13, 2001

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

VCP - CHASE RIDGE ASSOCIATES, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL  
PLACE OF BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF FLORIDA,  
HAS NAMED MARK T. FARRELL, LOCATED AT 3030 HARTLEY ROAD, SUITE 100,  
JACKSONVILLE, FLORIDA 32257, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

  
\_\_\_\_\_  
Mark T. Farrell

Dated: May 16, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
Mark T. Farrell

Dated: May 16, 1997

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