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TO: DIVISION OF CORPORATIONS

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FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
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NAME: OCOEE DEVELOPMENT, INC.

AUDIT NUMBER.....H97000011392

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FAX AUDIT NO. H97000011392

ARTICLES OF INCORPORATION
OF
OCOEE DEVELOPMENT, INC.
A FLORIDA CORPORATION

FILED
97 JUL 14 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of OCOEE DEVELOPMENT, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Ocoee Development, Inc. and the street address of the initial principal office of the Corporation is 1145 West Long Lake Road, Suite 201, Bloomfield Township, Michigan 48302.

ARTICLE II

PURPOSE

The purpose or purposes for which the Corporation is formed is solely to act as general partner of an entity whose sole purpose is and will be to acquire, own, finance, construct, lease and/or operate a commercial facility on real estate in Orange County, Florida, substantially as described on Exhibit A attached hereto and incorporated herein by reference. The corporation may not engage in any business or activity unrelated to the above-described purposes.

The following are additional limitations on the purpose of the Corporation:

The Corporation has not and will not engage in any business unrelated to the purpose set forth herein.

The Corporation has not and will not have any assets other than those related to the assets necessary for the ownership and operation of the property set forth herein.

The Corporation has not and will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale, transfer of

PREPARED BY: Donna E. Miller, Esquire
100 N.E. Third Ave., Suite 1100, Ft. Lauderdale, FL 33301
(954) 462-3300 -- Fla. Bar No. 0768669

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partnership or membership interest, or amendment of its limited partnership agreement, articles of incorporation, articles of organization, certificate of formation or operating agreement, as applicable.

The Corporation will at all times have at least one Independent director.

The Corporation will not cause or allow the board of directors of the Corporation to take any action requiring the unanimous affirmative vote of 100% of the members of the board of directors unless an Independent director shall have participated in such a vote.

The Corporation, without the unanimous consent of all of the members, shall not file a bankruptcy or insolvency petition or otherwise institute insolvency proceedings with respect to itself or to any other entity in which it has a direct or indirect legal or beneficial ownership interest, dissolve, liquidate, consolidate, merge or sell all or substantially all of its assets or other entity in which it has a direct or indirect legal or beneficial ownership interest, engage in any other business activity, or amend its organizational documents.

The Corporation shall not allow DJ Highland, L.L.C. to incur any indebtedness other than the indebtedness permitted by certain loan documents evidencing a loan from Bankers Trust Company (the "Loan").

The Corporation will not fail to correct any known misunderstanding regarding the separate identity of such entity.

The Corporation will maintain its accounts, books and records separate from any other person or entity.

The Corporation will maintain its books, records, resolutions and agreements as official records.

The Corporation will not commingle its funds or assets with those of any other entity and will hold its assets in its own name.

The Corporation will conduct its business in its own name.

The Corporation will maintain its financial statements, accounting records and other entity documents separate from any other person or entity.

The Corporation will pay its own liabilities out of its own funds and assets.

The Corporation will observe all Corporation formalities, as applicable.

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The Corporation will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity except for liabilities permitted to be guaranteed by the Loan documents.

The Corporation will not acquire obligations or securities of its members.

The Corporation will allocate fairly and reasonably any overhead for shared office space and will use separate stationery, invoices and checks.

The Corporation will not pledge its assets for the benefit of any other person or entity other than as provided in the Loan documents.

The Corporation will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity.

The Corporation will not make loans to any person or entity except as provided in the Loan documents.

The Corporation will not identify its members or any affiliates of either of them as a division or part of it.

The Corporation will not enter into or be a party to, any transaction with its members or its affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arm's-length transaction with an unrelated third party.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301 and the name of the Initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the Initial Director of the Corporation is:

Name

Address

Chuck J. Miller

1145 West Long Lake Road
Suite 201
Bloomfield Hills, Michigan 48302

ARTICLE VI

INCORPORATOR

The name and address of the incorporator of the Corporation is Donna E. Miller, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of July, 1997.



DONNA E. MILLER, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for OCOEE DEVELOPMENT, INC. at the place designated in the foregoing 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 the Florida Business Corporation Act 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.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: July 11, 1997

By: Debra H. Chrystie
DEBRA H. CHRYSTIE, Assistant
Secretary

97 JUL 14 AM 8:50
TALLAHASSEE, FLORIDA

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EXHIBIT A

Legal Description of Demised Premises

A portion of Lot 12 of the proposed plat of WEST OAKS MALL, being more particularly described as follows:

Commence at the South Quarter Corner of Section 21, Township 22 South, Range 28 East; thence N.89°21'46" E. along the South line of said Section 21 for 15.00 feet; thence N.00°00'27" E. a distance of 82.67 feet to the intersection of the North right-of way line of West Colonial Drive (SR 50) and the West line of Tract B4 of aforesaid proposed plat; thence continue N.00°00'27" E. along said West line, a distance of 105.00 feet to the Southwest corner of aforesaid Lot 12 of the proposed plat, thence N.89°46'48" E. along the South line of said Lot 12 for 522.92 feet to the Point of Beginning; thence N.00°13'12" W. for 48.48 feet; thence N.89°46'48" E. for 25.50 feet; thence N.00°13'12" W. for 126.00 feet; thence S.89°46'48" W. for 120.00 feet; thence N.00°13'12" W. for 211.03 feet to a point on the North line of said Lot 12, said point being on a curve concave to the Northwest, having a radius of 751.00 feet, and a chord bearing of N.78°12'03" E.; thence Northeasterly along said North line and along the arc of said curve, through a central angle of 23°01'06", for 301.71 feet to the point of compound curvature of a curve concave to the Southwest, having a radius of 29.00 feet; thence Easterly along the arc of said curve through a central angle of 89°09'13" for 45.13 feet; thence S24°09'16" E. for 24.50 feet to the point of curvature of a curve concave to the West having a radius of 518.00; thence Southerly along the arc of said curve through a central angle of 23°56'05" for 216.39 feet to the point of tangency; thence S.00°13'12" E. for 64.71 feet, thence S.13°16'32" W for 51.42 feet; thence S.00°13'12" E. for 83.50 feet to aforesaid South line of Lot 12; thence S.89°46'48" W. along said South line, a distance of 279.45 feet to the Point of Beginning.

Containing 3.079 acres more or less.