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8/22/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: AKERMAN, SENTERFITT & ELDSON, P.A. (WPB)

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NAME: BROOKSFIELD PROPERTIES, INC.

AUDIT NUMBER.....H97000013885

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**ARTICLES OF INCORPORATION  
OF  
BROOKESFIELD PROPERTIES, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.  
Name**

The name of this Corporation shall be "Brookesfield Properties, Inc.."

**ARTICLE II.  
Nature of Business**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III.  
Stock**

The authorized capital stock of this Corporation shall consist of 1000 shares of Common Stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value.

**ARTICLE IV.  
Incorporator**

The name and street address of the Incorporator of this Corporation, is as follows:

Brooke D. Bahnsen  
465 Oak Shadow Way  
Wellington, Florida 33414

Nancy A. Romfh, Esquire  
Florida Bar Number 032243  
777 South Flagler Drive  
Suite 600 East Tower  
West Palm Beach, Florida 33401  
Phone (561) 850-6000

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**ARTICLE V.****Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI.****Principal Office and Mailing Address**

The address of the principal office of this Corporation is 465 Oak Shadow Way, Wellington, Florida 33414 and the mailing address is 465 Oak Shadow Way, Wellington, Florida 33414. The Board of Directors may from time to time change the principal office and/or mailing address of the Corporation to any other address.

**ARTICLE VII.****Initial Registered Office and Registered Agent**

The street address of the initial registered office of this Corporation in the State of Florida shall be 777 South Flagler Drive, Suite 900 East Tower, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at the above address shall be Nancy A. Romfh, Esquire. The Board of Directors may from time to time change the registered office or registered agent to any other address in the State of Florida.

**ARTICLE VIII.****Number of Directors**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-Laws.

**ARTICLE IX.****Initial Board of Directors**

The name and street address of the Initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected as follows:

Brooke D. Bahnsen  
465 Oak Shadow Way  
Wellington, Florida 33414

Henry E. Bahnsen  
715 Avenida Castellano  
Santa Fe, NM 87501-8901

H97000013885

**ARTICLE X.**  
**Officers**

The Corporation shall have a President, a Vice President, a Secretary and a Treasurer and may have additional and assistant officers as the Board of Directors may designate from time to time. A person may hold more than one office.

**ARTICLE XI.**  
**By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE XII.**  
**Indemnification of Directors  
and Officers**

**Section 1.** Terms used in this Article XII shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or any amended or successor sections of the Florida Statutes.

**Section 2.** Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) are not acts on which a proceeding specified in (a) or (b) is based and in which the officer, Director, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

- (A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

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- (B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (C) In the case of a Director, a circumstance under which the liability provisions of F.S. Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or
- (D) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

**Section 3.** Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article XII and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 3 or Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article XII or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory

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Indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article XII).

**Section 4.** Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-Law, agreement, vote of shareholders, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

**Section 5.** Any indemnification under this Article XII shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article XII. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
  - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or
  - (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

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**Section 6.** Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XII. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XII.

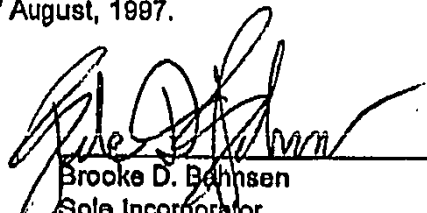
**Section 7.** Indemnification and/or advancement of expenses as provided in this Article XII shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 8.** If any part of this Article XII shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

### ARTICLE XIII Amendment

These Articles of Incorporation may be amended only pursuant to the unanimous vote of the Shareholders, at a duly called and noticed Shareholder meeting, called for the specific purpose of amending these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22<sup>nd</sup> day of August, 1997.

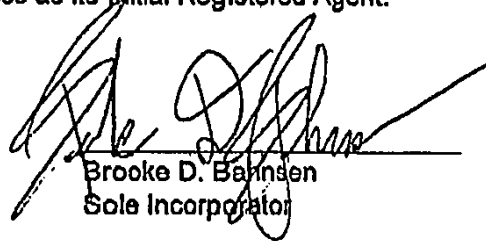
  
\_\_\_\_\_  
Brooke D. Behnsen  
Sole Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

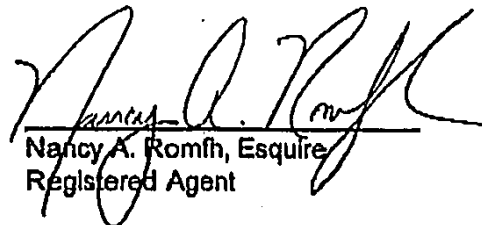
In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Brookesfield Properties, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated 777 South Flagler Drive, Suite 800 East Tower, West Palm Beach, Florida 33401, as its Initial Registered Office and has named Nancy A. Romfh, Esquire, located at said address as its Initial Registered Agent.



Brooke D. Bahnsen  
Sole Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping said office open at designated times.



Nancy A. Romfh, Esquire  
Registered Agent

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