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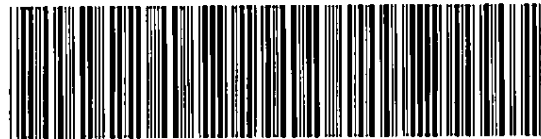
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Date: **June 04, 2021**

Name: **KEN HOWELL**

Reference #: **1390545**

Entity Name: **PLANTATION MERCHANDISE MART, INC.**

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

**ISSUES? CALL
KEN:
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Authorized Amount: **\$35-**

Signature: _____

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
PLANTATION MERCHANDISE MART, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Second Amended and Restated Articles of Incorporation:

1. The name of the corporation is **PLANTATION MERCHANDISE MART, INC.** (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was October 10, 1997 and the Articles of Incorporation were amended on August 5, 2009 and further amended on May 4, 2016.

2. The Second Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors and the Shareholders of the Corporation on June 4, 2021, in accordance with Sections 607.1006, and 607.1007 of the Florida Business Corporation Act. The number of votes cast by Shareholders in favor of the Second Amended and Restated Articles of Incorporation was sufficient to approve the Second Amended and Restated Articles of Incorporation.

The Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I - NAME

The name of this Corporation is **PLANTATION MERCHANDISE MART, INC.** (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of this Corporation, unless and until relocated, is Concept 2 Towers, 2328 10th Avenue North, Suite 401, Lake Worth, Florida 33461.

ARTICLE III - PURPOSE

The sole purpose to be conducted or promoted by the Corporation is to engage in the following activities:

(i) To engage solely in the ownership, operation and management of the real estate project located at 4301 West Sunrise Boulevard, West Palm Beach, Florida (the "Property");

(ii) to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property;

(iii) to act as co-borrower with, or guarantee indebtedness of, one or more Affiliates;
and

(iv) to engage in any lawful act or activity and to exercise any powers permitted to corporations organized under the laws of the State of Florida that are related or incidental to and necessary, convenient or advisable for the accomplishment of the above-mentioned purposes.

ARTICLE IV - DIRECTORS

1. Subject to Article VII, the property, business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation, which may exercise all of the powers of the Corporation, except such as are by these Articles, by the Bylaws of the Corporation (the "Bylaws") or by law conferred upon or reserved to the stockholders.

2. Subject to Article VII, the number of directors who will constitute the whole Board of Directors shall not be less than one (1) nor more than ten (10). The first Board of Directors shall consist of two (2) directors. Thereafter, within the limits specified above, and subject to Article VII, the total number of directors may be increased or decreased from time to time.

3. The directors shall be elected by the stockholders of the Corporation, and at each election the persons receiving the greatest number of votes, up to the number of directors then to be elected, shall be the persons then elected. The election of directors is subject to any provisions contained in Article VII relating thereto, including any provisions for a classified board.

4. Any director of the Corporation may resign at any time by giving written notice to the Board or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time is not specified, it shall take effect immediately upon its receipt; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5. Except as otherwise provided in these Articles and subject to Article VII, any vacancy in the Board, whether because of death, resignation, disqualification, an increase in the number of directors, or any other cause, may be filled only by a vote of the stockholders or a vote of the majority of directors then in office. Each director so chosen to fill a vacancy shall hold office until his successor shall have been elected and shall qualify or until he shall resign or shall have been removed. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

6. The Board may hold any of its meetings at such place or places within or without the State of Florida as the Board may from time to time by resolution designate or as shall be designated by the person or persons calling the meeting or in the notice or waiver of notice of any such meeting. Directors may participate in any regular or special meeting of the Board by means of conference telephone or similar communications equipment pursuant to which all persons participating in the meeting of the Board can hear each other, and such participation shall constitute presence in person at such meeting.

7. The Board shall meet as soon as practicable after each annual election of directors and notice of such first meeting shall not be required.

8. Regular meetings of the Board may be held at such times as the Board shall from time to time by resolution determine. If any day fixed for a meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting shall be held at the same hour and place on the next succeeding business day which is not a legal holiday. Except as provided by law, notice of regular meetings need not be given.

9. Special meetings of the Board may be called at any time by the Chairman of the Board, the President, or by any two (2) directors, to be held at the principal office of the Corporation, or at such other place or places, within or without the State of Florida, as the person or persons calling the meeting may designate. Notice of the time and place of special meetings shall be given to each director either

(i) by mailing or otherwise sending to him a written notice of such meeting, charges prepaid, addressed to him at his address as it is shown upon the records of the Corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held, at least seventy-two (72) hours prior to the time of the holding of such meeting; or (ii) by orally communicating the time and place of the special meeting to him at least forty-eight (48) hours prior to the time of the holding of such meeting. Either of the notices as above provided shall be due, legal and personal notice to such director.

10. Except as otherwise provided in these Articles or by law, the presence of a majority of the authorized number of directors shall be required to constitute a quorum for the transaction of business at any meeting of the Board, and all matters shall be decided at any such meeting, a quorum being present, by the affirmative votes of a majority of the directors present. In the absence of a quorum, a majority of directors present at any meeting may adjourn the same from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given. The directors shall act only as a Board, and the individual directors shall have no power as such.

11. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or such committee. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

12. No stated salary need be paid to directors, as such, for their services but, as fixed from time to time by resolution of the Board, the directors may receive directors' fees, compensation and reimbursement for expenses for attendance at directors' meetings, for serving on committees and for discharging their duties; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

13. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, and subject to, in all cases, Article VII, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have any power or authority in reference to amending these Articles, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the Bylaws of the Corporation, or taking any action prohibited by Article VII; and unless the resolution of the Board expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Any such committee shall keep written minutes of its meetings and report the same to the Board when required.

14. The Board shall have a Chairman of the Board and may, at the discretion of the Board, have one or more Vice Chairmen. The Chairman of the Board and the Vice Chairmen shall be appointed from time to time by the Board and shall have such powers and duties as shall be designated by the Board.

ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The mailing and street address of the initial registered office of this Corporation is Concept 2 Towers, 2328 10th Avenue North, Suite 401, Lake Worth, Florida 33461; and the name of the registered agent of this Corporation at that address is Charles Stein.

ARTICLE VI - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares.

ARTICLE VII – LIMITATIONS ON THE CORPORATION'S ACTIVITIES

1. This Article VII is being adopted to comply with certain provisions necessary to qualify the Corporation as a "special purpose" entity.

2. The Board shall cause the Corporation to do or cause to be done all things necessary to preserve and keep in full force and effect its existence, rights (charter and statutory) and franchises.

3. Notwithstanding anything to the contrary in these Articles or in any other document governing the formation, management or operation of the Corporation, for so long as a mortgage lien exists on any portion of the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these Articles, the Corporation shall conduct its affairs in accordance with the provisions set forth herein below. The Board shall cause the Corporation to, and the Corporation shall, at all times comply with the following:

(A) The Corporation will not own any asset or property other than (i) the Property, and (ii) incidental personal property necessary for the ownership, management or operation of the Property.

(B) The Corporation will not engage in any business or activity other than (i) the acquisition, ownership, management and operation of the Property and conduct and operate its business as presently conducted and operated, and (ii) act as co-borrower with, or guarantee the indebtedness of, one or more Affiliates.

6. Any indemnification set forth herein or in the Bylaws shall be fully subordinate to any debt evidenced by a first mortgage lien on the Property (the "Debt") and, to the fullest extent permitted by law, shall not constitute a claim against the Corporation in the event that the Corporation's cash flow is insufficient to pay its required payments associated with the Debt.

7. Failure of the Corporation, or the Board on behalf of the Corporation, to comply with any of the foregoing covenants or any other covenants contained in these Articles shall not affect the status of the Corporation as a separate legal entity or the limited liability of the stockholders or the directors.

8. Reserved.

9. For purposes of these Articles, the following terms have the following meanings:

"Affiliate" means, as to any person, any other person that (i) directly or indirectly is in control of, is controlled by or is under common ownership or control with such person, (ii) is a director or officer of such person or of an affiliate of such Person and/or (iii) is the spouse, issue or parent of such person or of an affiliate of such person. As used in this definition, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management, policies or activities of a

Person, whether through ownership of voting securities, by contract or otherwise and the terms "controlled" and "controlling" shall have correlative meanings. For the avoidance of doubt, the term "Affiliates" as used herein shall include, without limitation, 4100 Okeechobee Building Owner, LLC, Bainbridge Mall, LLC, Bainbridge Town Center, LLC, 50 Penn Building Owner, LLC, Center Point Center Owner, LLC, Chase Tower Building Owner, LLC, Lynnfield Office Project, LLC, Braswell Building Owner, LLC, Plaza 66, LLC, TNC Building Owner, LLC, and White Station Building, LLC.

"Debt" shall have the meaning set forth in Article VII, Section 6.

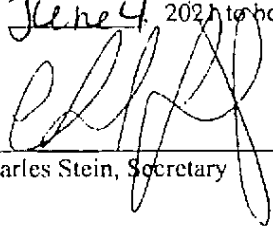
"Governmental Authority" shall mean any court, board, agency, commission, office or other authority of any nature whatsoever for any governmental unit (foreign, federal, state, county, district, municipal, city or otherwise) whether now or hereafter in existence.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, estate, trust, unincorporated association, any other entity, any Governmental Authority and any fiduciary acting in such capacity on behalf of any of the foregoing.

[Signature page follows.]

Signature Page to Second Amended and Restated Articles of Incorporation of Plantation Merchandise Mart, Inc.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation has executed these Second Amended and Restated Articles of Incorporation on June 4, 2021 to be effective as of their time of filing with the Department of State.



Charles Stein, Secretary

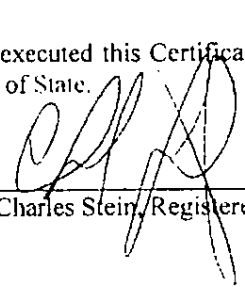
CERTIFICATE OF ACCEPTANCE BY

REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of PLANTATION MERCHANDISE MART, INC., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Second Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on June 4, 2021 to be effective as of its time of filing with the Department of State.



Charles Stein, Registered Agent