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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: KATHY RASLER
PHONE: (561)995-4751

ACCT#: 074673001063

FAX #: (561)241-7145

NAME: ODP GENPAR, INC.

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George A. Pincus, Esq.
Florida Bar No.: 0771643
Proskauer Rose LLP
2255 Glades Road - Suite 340W
Boca Raton, Florida 33431
561-995-4704
H98000013815

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**RESTATED ARTICLES OF INCORPORATION
OF
ODP GENPAR, INC.**

ODP Genpar, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the State of Florida, by and through the undersigned officer, does hereby certify as follows:

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FIRST: In accordance with the provisions of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, on July 30, 1998, the Board of Directors of the Corporation approved the amendment and restatement of the Corporation's Articles of Incorporation in the manner provided herein and recommended that such amended and restated Articles of Incorporation be submitted to the Corporation's shareholders for approval. On July 30, 1998, by written action in lieu of a special meeting, the holder of all of the issued and outstanding shares of the Corporation's Common Stock (the only class of outstanding capital stock) adopted a resolution approving the amendment and restatement of the Corporation's Articles of Incorporation in the manner provided herein. The Restated Articles of Incorporation contain amendments which add new Articles I, III, VI and X and redesignate Articles II, III, IV, V, VI, VII and VIII. The written action executed by such holder of the Common Stock was sufficient for approval of the Restated Articles of Incorporation, including all of the amendments contained in such Restated Articles of Incorporation.

SECOND: That the Corporation's Restated Articles of Incorporation are set forth below in their entirety:

ARTICLE I - NAME

The name of the corporation is ODP Genpar, Inc. (hereinafter called the "Corporation").

ARTICLE II - ADDRESS

The address of the Corporation's principal office and its mailing address as of the date of these Restated Articles of Incorporation is 3195 North Powerline Road, Suite 104, Pompano Beach, Florida 33069.

ARTICLE III - PURPOSE

The Corporation's business and purpose shall consist solely of the following:

- (i) to acquire a general partnership interest in and act as the general partner of LWOD, Ltd. (the "Partnership"), which is engaged solely in the ownership, operation and

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George A. Pincus, Esq.
Florida Bar No.: 0771643
Proskauer Rose LLP
2255 Glades Road - Suite 340W
Boca Raton, Florida 33431
561-995-4704
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management of the real estate project known as Office Depot Plaza located in Lake Worth, Florida (the "Property"), pursuant to and in accordance with these Restated Articles of Incorporation and the Partnership's Limited Partnership Agreement; and

(ii) to engage in such other lawful activities permitted to corporations by the Florida Business Corporation Act as are incidental, necessary or appropriate to the foregoing.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is One Thousand (1,000) shares of Common Stock, par value \$0.01 per share.

ARTICLE V - SPECIAL MEETINGS

The Corporation shall hold a special meeting of shareholders only:

(i) on call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(ii) If the holders of not less than fifty percent (50%) of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE VI - LIMITATIONS

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(i) engage in any business or activity other than those set forth in Article III or cause or allow the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement;

(ii) incur any indebtedness or assume or guaranty and indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property (the "Mortgage") and normal trade accounts payable in the ordinary course of business;

(iii) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder and normal trade accounts payable in the ordinary course of business;

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- (iv) dissolve or liquidate, in whole or in part;
- (v) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;
- (vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (vii) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;
- (viii) with respect to the Corporation or the Partnership, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting 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 the Partnership or a substantial part of property of the Corporation or the Partnership, 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 corporate action in furtherance of any such action;
- (ix) amend, alter or modify Articles III, VI or X of the Restated Articles of Incorporation of the Corporation or approve an amendment of Sections 2.06 or 6.05 the Partnership Agreement governing the Partnership; or
- (x) withdraw as general partner of the Partnership.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (i) through (vii) and items (ix) and (x) above.

ARTICLE VII - REGISTERED AGENT

The street address of the registered office of this Corporation as of the date of these Restated Articles of Incorporation is 3195 North Powerline Road, Suite 104, Pompano Beach, Florida 33069 and the name of the registered agent of this Corporation at that address is Scott F. Brenner.

ARTICLE VIII - BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are four (4), and the names and address of the members of the initial Board of Directors,

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who will serve as the Corporation's directors until successors are duly elected and qualified are:

Scott F. Brenner
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

Marc A. Kopelman
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

Brian Horowitz
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

Hyman B. Horowitz
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE X - BOOKS AND RECORDS

The Corporation shall:

- (i) maintain books and records and bank accounts separate from those of any other person;
- (ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (iii) hold regular Board of Directors and shareholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (iv) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

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(v) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(vi) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

(vii) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(viii) conduct business in its own name, and use separate stationery, invoices and checks;

(ix) not commingle its assets or funds with those of any other person; and

(x) not assume, guarantee or pay the debts or obligations of any other person.

ARTICLE XI- INCORPORATOR

The name and address of the incorporator of this Corporation is:

Scott F. Brenner
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

IN WITNESS WHEREOF, the Corporation has caused these Restated Articles of Incorporation to be signed by Scott F. Brenner its President, this 24th day of July, 1998.

ODP GENPAR, INC., a Florida
corporation

By SA 3
President

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ODP Genpar, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes § 607.0505.


Scott F. Brenner - Registered Agent

Dated: July 24, 1998

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