

P98000049110

Florida Department of State  
Division of Corporations  
Public Access System  
Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H98000017975 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4000

From: Account Name : SHUTTS & BOWEN, LLP  
Account Number : 076447000313  
Phone : (305) 379-9115  
Fax Number : (305) 381-9982

FILED  
98 OCT -1 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 OCT 01 AM 8:18  
DIVISION OF CORPORATIONS

BASIC AMENDMENT

165TH STREET, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

Amended & Restated  
Art.

10-1-98

DC

Division of Corporations

Florida Department of State  
Division of Corporations  
Public Access System  
Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H98000017975 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 922-4000

From:  
Account Name : SHUTTS & BOWEN, LLP  
Account Number : 076447000313  
Phone : (305) 379-9115  
Fax Number : (305) 381-9982

BASIC AMENDMENT

165TH STREET, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

RECEIVED

90 SEP 29 AM 7:50

DIVISION OF CORPORATIONS

SEP. -30' 98(WED) 15:47

SHUTTS & BOWEN

TEL:305 381 9982

P. 002

8501922-3709

09/29/98 12:35 Florida Department pl /1

*Susan  
Pontigas  
147A*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 29, 1998

165TH STREET, INC.  
2500 MILITARY TRAIL, SUITE 200  
BOCA RATON, FL 33431

SUBJECT: 165TH STREET, INC.  
REF: P98000049110

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: R98000017975  
Letter Number: 398A00048771

(H98000017975 7)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
165TH STREET, INC.**

**FILED**  
98 OCT -1 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Amended and Restated Articles of Incorporation ("Amended Articles") amends and restates the Articles of Incorporation of 165th Street, Inc. filed with the Secretary of State of Florida on June 2, 1998, document number P98000049110 ("Original Articles") and is done in accordance with the requirements of Florida Statute 607.1007, and Florida Statute 607.1003.

The Articles of Incorporation of 165TH STREET, INC., a Florida corporation, are hereby amended and restated in their entirety, as follows:

**ARTICLE I - NAME**

The name of this Corporation is 165TH STREET, INC. and its address is 2500 Military Trail, Suite 200, Boca Raton, Florida 33431, Attn: Mr. Henry Paper.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This Corporation's business and purpose shall be limited to owning, operating, managing, developing and leasing of the real property located at 1120 N.W. 165 Street, Miami, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation, and engaging in such other lawful activities permitted to corporations by the Florida Business Corporations Act, as are incidental, necessary or appropriate to the foregoing.

Prepared by:  
Susan J. Pontigas, Esq.  
Shutte & Bowen LLP  
1500 Miami Center  
201 S. Biscayne Blvd.  
Miami, FL 33131  
Tel. (305) 358-6300  
Florida Bar No. 765170

(H98000017975 7)

(B98000017975 7)

**ARTICLE IV - LIMITATIONS**

1. The Corporation shall be prohibited from incurring indebtedness of any kind except for the mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Holliday Fenoglio Fowler, L.P. and its successors and assigns, with respect to the Indebtedness ("Lender") and trade payables incurred in the ordinary course of business.

2. A unanimous vote of the Board of Directors is required to take any of the following actions:

- (a) causing the Corporation to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy;
- (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of the properties of the Corporation; or

(B98000017975 7)

(g) making any assignment for the benefit of the Corporation's creditors.

3. For so long as the Indebtedness is outstanding, the Corporation shall not, without the written consent of the Lender:

(a) amend the Articles of Incorporation;

(b) engage in any business activity other than as set forth in Article THIRD; or

(c) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets.

4. The Board of Directors is to consider the interests of the Corporation's creditors in connection with all corporate actions.

#### ARTICLE V - SEPARATENESS PROVISIONS

The Corporation shall:

(a) not commingle its assets with those of any other entity and hold its assets in its own name;

(b) conduct its own business in its own name;

(c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;

(d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;

(e) pay its own liabilities out of its own funds;

(f) maintain adequate capital in light of contemplated business operations;

(g) observe all corporate or other organizational formalities;

(H98000017975 7)

- (h) maintain an arm's length relationship with its affiliates;
- (i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- (j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (k) not acquire obligations or securities of affiliates or shareholders;
- (l) not make loans to any other person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices, and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

**ARTICLE VI - CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of one (\$.01) penny par value common stock, which shall be designated "Common Shares."

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

(H98000017975 7)

**ARTICLE VIII - BOARD OF DIRECTORS**

The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the person currently Director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
HENRY PAPER	2500 Military Trail, Suite 200 Boca Raton, Florida 33431

**ARTICLE IX - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

**ARTICLE X - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law. A director shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

To the fullest extent permitted by the General Corporation Law of the State of Florida, as the same exists or may hereafter be amended, a Director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a Director, except (1) for any breach of the Director's duty of loyalty to

(H98000017975 7)



(H98000017975 7)

the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve international misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article X shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

#### ARTICLE XI - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XII - INCORPORATOR

The name of the person incorporating the Original Articles is J. Donald Wasil, and his address is 201 South Biscayne Boulevard, 1500 Miami Center, Miami, Florida 33131.

#### ARTICLE XIII - AMENDMENT AND REPEAL

This Corporation reserves the right to amend or repeal any provisions contained in these Amended Articles in accordance with the provisions of the Florida Business Corporation Act.

(H98000017975 7)

(#98000017975 7)

These Amended Articles have been unanimously approved and adopted on September 28, 1998 by the written consent of the directors and shareholders of the Corporation.

The undersigned has executed these Amended and Restated Articles of Incorporation this ~~28<sup>th</sup>~~ 29<sup>th</sup> day of September, 1998.



HENRY PAPER, President and Secretary of 165th Street, Inc.

(H98000017975 7)

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 20<sup>th</sup> DAY OF SEPTEMBER, 1998.

CORPORATION COMPANY OF MIAMI

By: *Lalaine A. Landau*  
LALAINA A. LANDAU, Assistant Secretary  
for CORPORATION COMPANY OF MIAMI  
(Registered Agent)

MJA85 251874.1 - ALS

(H98000017975 7)