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LINDA C. MCGURN

Attorney at Law
P. O. Box 2900
Gainesville, Florida 32602-2900

352-372-6172
FAX:371-9229

June 9, 1998

VIA UPS

Attorneys' Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, Florida 32301

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Gentlemen:

Enclosed please find Articles of Incorporation for Oakbrook Walk GP, Inc., the Acceptance of Appointment of Registered Agent and my check in the amount \$122.50 made payable to the Florida Department of State. Also enclosed please find the Affidavit and Certificate of Limited Partnership of Oakbrook Walk Ltd. along with my check in the amount of \$140.00 made payable to the Florida Department of State.

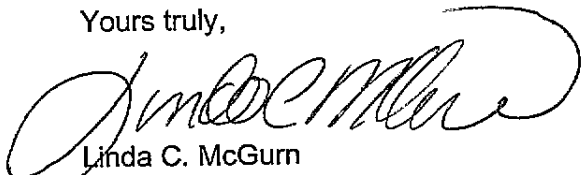
After filing, please send certified copies of the above documents to me at the above address.

Please be advised that the Articles of Incorporation should be filed FIRST. I have checked the name availability on the Secretary of State's on-line records and the name is available. If, for any reason, the corporate documents are not accepted, please do not file the Certificate of Limited Partnership as the Corporation is listed as the General Partner of the Limited Partnership. In that case, please call my office.

Enclosed also please find my check in the amount of \$30 made payable to Attorneys' Title Insurance Fund, Inc. for filing of the enclosed documents.

Please contact my office if you need anything further or have any questions. Thank you.

Yours truly,


Linda C. McGurn

LCM/ajs
Enclosures
(LindaVATIF4)

EFFECTIVE DATE

6-9-98

Dmc 6/10/98

RECEIVED
98 JUN 10 PM 2:15
DIVISION OF CORPORATION

FILED

98 JUN 10 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OAKBROOK WALK GP, INC.

FILED

98 JUN 10 PM 2:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be OAKBROOK WALK GP, INC.

EFFECTIVE DATE

6-9-98

ARTICLE II. NATURE OF BUSINESS

The nature of the business and of the purposes to be conducted and promoted by the corporation, is to engage solely in the activity of acting as a general partner of a limited partnership whose purpose is to acquire certain real property, being condominium units in Oakbrook Walk Condominium, a condominium according to the Declaration of Condominium recorded in O.R. Book 1667, Page 1653 of the Public Records of Alachua County, Florida, including all exhibits and amendments thereto, together with all improvements located thereon, in the City of Gainesville, State of Florida (the "Property") and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property. The corporation shall exercise all powers enumerated in the General Corporation Law of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 6,000 shares of common stock having a par value of \$1 per share.

ARTICLE IV. ADDRESS

The street address of the principal office and the initial registered office of the corporation shall be 101 S.E. 2nd Place, Suite 202, Gainesville, Florida 32601 and the name of the initial registered agent of the corporation at that address is Linda C. McGurn. The mailing address is P.O. Box 2900, Gainesville, Florida 32602.

ARTICLE V. TERM OF EXISTENCE

Corporate existence shall begin on the date these Articles of Incorporation are executed. The duration of this corporation is perpetual.

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is

Kenneth R. McGurn, 101 S.E. 2nd Place, Suite 202, Gainesville, Florida 32601.

ARTICLE VII. CERTAIN PROHIBITED ACTIVITIES

The corporation shall only incur or cause the partnership to only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of Morgan Guaranty Trust Company of New York, or its successors or assigns (the "First Mortgage") exists on any portion of the Property, the corporation shall not and shall not cause the partnership to incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property and the partnership remains owner of the Property, the corporation: (i) shall not and shall not cause the partnership to dissolve or liquidate, (ii) shall not and shall not cause the partnership to consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity, (iii) shall not voluntarily commence a case with respect to itself or cause the partnership to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the board of directors, and (iv) shall not materially amend the certificate of incorporation or by-laws of the corporation or the partnership agreement of the partnership without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

ARTICLE VIII. INDEMNIFICATION

Any indemnification of the corporation's directors and officers shall be fully subordinated to any obligations respecting the partnership or the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the corporation or the partnership in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

ARTICLE IX. SEPARATENESS COVENANTS

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in the certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

1. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.
2. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.
3. It shall observe all corporate formalities
4. It shall not commingle assets with those of its parent and any affiliate.
5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from its parent and any affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
8. It shall maintain an arm's length relationship with its parent and any affiliate.
9. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations

of others.

10. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

11. It shall hold itself out as an entity separate from its parent and any affiliate.

12. For purpose of this Article, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

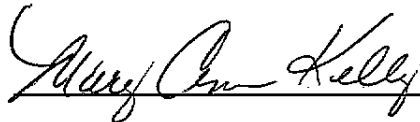
"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of June 1998.


Kenneth R. McGurn

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Articles of Incorporation were subscribed before me, the undersigned authority, this 9th day of June, 1998, by Kenneth R. McGurn who is personally known to me.



 **MARY ANN KELLY**
COMMISSION # CC 463816
EXPIRES JUN 11, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Department of State
The Capital
Tallahassee, Florida 32399

Pursuant to Florida Statutes Section 607.0501, the undersigned hereby accepts the appointment of registered agent of the OAKBROOK WALK GP, INC. I hereby confirm that I am familiar with and accept the obligation of that position.

Dated this 9th day of June 1998.


Linda C. McGurn

FILED
98 JUN 10 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Acceptance of Appointment was acknowledged before me, the undersigned authority, this 9th date of June, 1998, by Linda C. McGurn who is personally known to me.



 **MARY ANN KELLY**
COMMISSION # CC 463816
EXPIRES JUN 11, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

(articles.oak)