

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Crown Pointe V OF Gainesville, Inc.

- ☒ Art of Inc. File Cert.
☐ LTD Partnership File
☐ Foreign Corp. File
☐ L.C. File
☐ Fictitious Name File
☐ Trade/Service Mark
☐ Merger File
☐ Art. of Amend. File
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☐ Dissolution / Withdrawal
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☒ Cert. Copy
☐ Photo Copy
☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
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☐ UCC 1 or 3 File
☐ UCC 11 Search
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Signature _____

Requested by: CB

Name _____

Date 9/16/98

Time 11:00

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R. Purinton SEP 16 1998

**ARTICLES OF INCORPORATION
OF
CROWN POINTE V OF GAINESVILLE, INC.**

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Article 1

Name. The name of this Corporation is CROWN POINTE V OF GAINESVILLE, INC.

Article 2

Principal Office: The principal place of business of this corporation shall be: 4020 Newberry Road, Suite 500, Gainesville, FL, 32607, and the mailing address is Post Office Box 5068, Gainesville, Florida, 32627.

Article 3

Duration. The period of duration of this Corporation shall be perpetual.

Article 4

Purpose

The nature of the business and of the purposes to be conducted and promoted by the corporation, is to engage solely in the following activities:

1. To acquire from LEWIS BROWN, JR., certain parcels of real property, (see attached Exhibit A) together with all improvements located thereon, in the City of Gainesville, County of Alachua, State of Florida (the "Property").

2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

3. To exercise all powers enumerated in the Florida Business Corporation Act, Chapter 607, Florida Statutes (1997) necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

Certain Prohibited Activities

The corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of TransAtlantic Capital Company, L.L.C., its successors or assigns (the "First Mortgage") exists on any portion of the Property, the corporation shall not incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists

on any portion of the Property, the corporation shall not dissolve or liquidate, or 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 shares of stock to an entity. For so long as the First Mortgage exists on any portion of the Property, the corporation will not 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. For so long as the First Mortgage exists on any portion of the Property, no material amendment to this certificate of incorporation or to the corporation's by-laws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

Indemnification

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

Separate 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 this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate or, if it shares office space with its parent or any affiliate, it shall allocate fairly and reasonably any overhead and expense for shared office space.
2. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.
3. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.
4. It shall observe all corporate formalities.
5. It shall not commingle assets with those of its parent and any affiliate.
6. It shall conduct its own business in its own name.
7. It shall maintain financial statements separate from its parent and affiliate.

8. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

9. It shall maintain an arm's length relationship with its parent and any affiliate.

10. 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.

11. It shall use stationary, invoices and checks separate from its parent and any affiliate.

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

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

For purpose of this Article 4, 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 and beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

Article 5

Capital Stock. This Corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value voting common stock and 5,000 shares of One Dollar (\$1.00)

par value non-voting stock. All shareholders shall have preemptive rights in future stock sales by the corporation.

Article 6

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article 7

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 4020 Newberry Road, Suite 500, Gainesville, FL, 32607, and the name of the initial registered agent of this Corporation is LEWIS BROWN, JR.

Article 8

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is LEWIS BROWN, JR., 4020 Newberry Road, Suite 500, Gainesville, FL, 32607.

Article 9

Incorporator. The name and address of the person signing these Articles is LEWIS BROWN, JR., 4020 Newberry Road, Suite 500, Gainesville, FL, 32607.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of SEPTEMBER 1998.

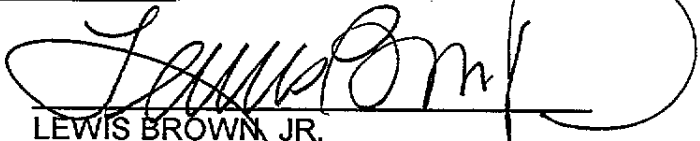

LEWIS BROWN, JR.
Incorporator

Exhibit A to the Articles of Incorporation
of
Crown Pointe V of Gainesville, Inc.

Pad A:

A part of Lot 5, Foxfield, according to a plat thereof recorded in Plat Book "O", page 12 of public records of Alachua County, Florida; being more particularly described as follows:

Commence at the Northwest corner of said Lot 5 and run thence South 00°18'42" East along the West boundary of said Lot 192.84 feet, thence South 72°32'08" East, 23.81 feet to the Point-Of-Beginning; thence continue South 72°32'08" East, 72.45 feet, thence South 17°27'51" West, 60.00 feet, thence North 72°32'08" West, 72.45 feet, thence North 17°27'51" East 60.00 feet to the Point-Of-Beginning.

Pad B:

A part of Lot 5, Foxfield, according to a plat thereof recorded in Plat Book "O", page 12 of the Public Records of Alachua County, Florida; being more particularly described as follows:

Commence at the Northwest corner of said Lot 5 and run thence South 00°18'42" East along the West boundary of said lot 49.26 feet, thence East 123.14 feet to the Point of Beginning; thence continue East 84.66 feet, thence South 57.04 feet, thence West 84.66 feet; thence North 57.04 feet to the Point of Beginning.

Pad D:

A part of Lot 5, Foxfield, according to a plat thereof recorded in Plat Book "O", page 12 of public records of Alachua County, Florida; being more particularly described as follows:

Commence at the Northwest corner of said Lot 5 and run thence South 00°18'42" East along the West boundary of said Lot 192.84 feet, thence South 72°32'08" East, 23.81 feet to the Point-Of-Beginning; thence continue South 72°32'08" East, 72.45 feet, thence South 17°27'51" West, 60.00 feet, thence North 72°32'08" West, 72.45 feet, thence North 17°27'51" East 60.00 feet to the Point-Of-Beginning.

Pad E:

A part of Lot 5, Foxfield, according to a plat thereof recorded in Plat Book "O", page 12 of the public records of Alachua County, Florida; being more particularly described as follows:

Commence at the Northwest corner of said Lot 5 and run thence South $00^{\circ}18'42''$ East along the West boundary of said Lot 192.84 feet, thence South $72^{\circ}32'08''$ East, 96.26 feet to the Point-Of-Beginning; thence continue South $72^{\circ}32'08''$ East, 72.45 feet, thence South $17^{\circ}27'51''$ West, 60.00 feet, thence North $72^{\circ}32'08''$ West, 72.45 feet, thence North $17^{\circ}27'51''$ East 60.00 feet to the Point-Of-Beginning.

Pad F:

A part of Lot 5, Foxfield, according to a plat thereof recorded in Plat Book "O", page 12 of the public records of Alachua County, Florida; being more particularly described as follows:

Commence at the Northwest corner of said Lot 5 and run thence South $00^{\circ}18'42''$ East along the West boundary of said Lot 192.84 feet, thence South $72^{\circ}32'08''$ East, 168.71 feet, thence South $17^{\circ}27'51''$ West, 1.00 feet to the Point-Of-Beginning; thence South $72^{\circ}32'08''$ East, 26.10 feet, thence North $17^{\circ}27'51''$ East 1.00, thence South $72^{\circ}32'08''$ East, 46.36 feet, thence South $17^{\circ}27'51''$ West, 60.00 feet, thence North $72^{\circ}32'08''$ West, 72.45 feet, thence North $17^{\circ}27'51''$ East, 59.00 feet to the Point-Of-Beginning.

Pad G:

A part of Lot 5, Foxfield, according to a plat thereof recorded in Plat Book "O", page 12 of the public records of Alachua County, Florida; being more particularly described as follows:

Commence at the northwest corner of said Lot 5 and run thence South $00^{\circ}18'42''$ East along the west boundary of said Lot 192.84 feet, thence South $72^{\circ}32'08''$ East, 241.17 feet to the Point of Beginning; thence continue South $72^{\circ}32'08''$ East, 80.47 feet, thence South $17^{\circ}27'51''$ West, 60.00 feet, thence North $72^{\circ}32'08''$ West, 80.47 feet, thence North $17^{\circ}27'51''$ East, 60.00 feet to the Point of Beginning.

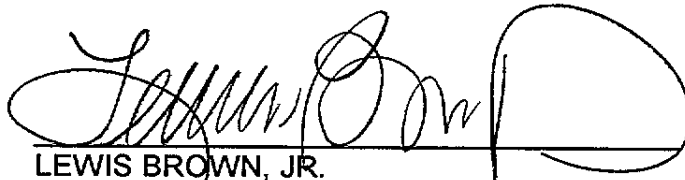
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That CROWN POINTE V OF GAINESVILLE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Gainesville, County of Alachua, State of Florida, has named LEWIS BROWN JR., 4020 Newberry Road, Suite 500, Gainesville, County of Alachua, State of Florida, 32607, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


LEWIS BROWN, JR.
Resident Agent

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