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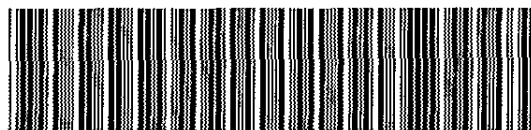
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

C. Coulliette MAR 04 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 951905 81514A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 43.75

ORDER DATE : March 4, 2003

ORDER TIME : 11:14 AM

ORDER NO. : 951905-005

CUSTOMER NO: 81514A

CUSTOMER: Ms. Billie Ott
Troiano & Roberts
P. O. Drawer 829
317 South Tennessee Avenue
Lakeland, FL 33801

DOMESTIC AMENDMENT FILING

NAME: HILLSIDE-CLEARWATER, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: _____

FIRST AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF

HILLSIDE-CLEARWATER, INC.

FILED
2003 MAR -4 PM 1:50
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, being all of the stockholders of Hillside-Clearwater, Inc., a Florida corporation, do hereby make, acknowledge and file the following First Amendment and Restatement to the Articles of Incorporation of Hillside-Clearwater, Inc., and do so in accordance with Section 607.1007 of the Florida Statutes. It is the intention of the undersigned that this First Amendment and Restatement amend and replace, in its entirety, the Articles of Incorporation of Hillside-Clearwater, Inc., which were originally filed with the Department of State of the State of Florida on November 16, 1998, bearing Document Number P98000096234. It is further the intention of the undersigned that this First Amendment and Restatement of the Articles of Incorporation of Hillside-Clearwater, Inc., take effect as of the date of their filing. We further declare that the following shall hereafter be the charter and authorize for the conduct of business for this corporation.

ARTICLE I

NAME

The name of this corporation shall be **HILLSIDE-CLEARWATER, INC.**, and its principal place of business shall be in the City of Plantation, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE II

PURPOSES

A. Specific Purpose. Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern:

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, own, hold and manage that certain parcel of real property, together with all improvements located thereon, in the City of St. Petersburg, State of Florida, (the "Property"), more specifically described as Palm Haven Trailer Court, 3301 58th Avenue, N., St. Petersburg, FL 33714, 2) to promptly pay, when due, all expenses necessary for the proper ownership, operation and maintenance of the Property including, but not limited to, all sums due and owing under the Note in the original principal amount of \$3,200,000.00 and the related Mortgage in favor of Wells Fargo Bank Minnesota, N.A., as Trustee for Salomon Brothers Mortgage Securities VII, Inc., Commercial Mortgage Pass-Through Certificates Series 2000-C3 (the "Loan"), 3) to exercise all powers enumerated in the laws of the State of Florida which are necessary or convenient to the conduct, promotion or attainment of the business or purposes set forth herein.

B. REPRESENTATIONS AND PROHIBITED ACTIVITIES. Notwithstanding any provision hereof, or of any other document governing the formation, management or operation of the Corporation to the contrary, the following provisions shall govern:

1. The Corporation has not and will not engage in any business unrelated to the ownership of the Property.

2. The Corporation has not and will not have any assets other than the Property (and personal property incidental to the ownership and operation of the Property).

3. The Corporation has not and will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale or amendment of its Articles of Incorporation or By Laws.

4. The Corporation, without the unanimous consent of all of its directors, general partners or members, as applicable, shall not file or consent to the filing of any bankruptcy or insolvency petition or otherwise institute insolvency proceedings.

5. The Corporation has no indebtedness (and will have no indebtedness) other than (i) the Loan; and (ii) unsecured trade debt which is not evidenced by a Note and is incurred in the ordinary course of the Corporation's business in connection with owning, operating and maintaining the Property and is paid within thirty (30) days from the date incurred.

6. The Corporation has not and will not fail to correct any known misunderstanding regarding the separate identity of the Corporation.

7. The Corporation has maintained and will maintain its accounts, books and records separate from any other person or entity.

8. The Corporation has maintained and will maintain its books, records, resolutions and agreements as official records.

9. The Corporation (i) has not and will not commingle its funds or assets with those of any other entity; and (ii) has held and will hold its assets in its own name.

10. The Corporation has conducted and will conduct its business in its own name.

11. The Corporation has maintained and will maintain its accounting records and other entity documents separate from any other person or entity.

12. The Corporation has prepared and will prepare separate tax returns and financial statements, or if part of a consolidated group, is shown as a separate member of such group.

13. The Corporation has paid and will pay its own liabilities and expenses out of its own funds and assets.

14. The Corporation has held and will hold regular meetings, as appropriate, to conduct its business and has observed and will observe all corporate, partnership or limited liability company formalities and record keeping, as applicable.

15. The Corporation has not and will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity.

16. The Corporation has not and will not acquire obligations or securities of its shareholders, partners or members, as applicable.

17. The Corporation has allocated and will allocate fairly and reasonable the costs associated with common employees and any overhead for shared office space and such entity has used and will use separate stationery, invoices and checks.

18. The Corporation has not and will not pledge its assets for the benefit of any other person or entity.

19. The Corporation has held and identified itself and will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity.

20. The Corporation has not made and will not make loans to any person or entity.

21. The Corporation has not and will not identify its shareholders, partners or members, as applicable, or any affiliates of any of the foregoing, as a division or part of it.

22. The Corporation has not entered into and will not enter into or be a party to, any transaction with its shareholders, partners or members, as applicable, or any affiliates of any of the foregoing, except in the ordinary course of its business pursuant to written agreements and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arm's-length transaction with an unrelated third party.

23. The Directors of the Corporation shall consider the interest of the creditors of the Corporation in connection with all corporation action.

24. The Corporation has paid and will pay the salaries of its own employees and has maintained and will maintain a sufficient number of employees in light of its contemplated business operations.

25. The Corporation has maintained and will maintain adequate capital in light of its contemplated business operations.

C. INDEMNIFICATION. Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern:

Any indemnification shall be fully subordinated to any obligations respecting the property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

ARTICLE III

CAPITAL STRUCTURE

The capital stock of this Corporation shall be composed of 10,000 shares of stock with no par value. The capital stock shall be sold, assigned, issued, and transferred only in accordance with the Bylaws of the corporation as the corporation may from time to time, make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same to the corporation and which shall be a lien thereon superior to all other liens and claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto.

ARTICLE IV

CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This article may be amended from time to time in the Bylaws of the corporation by a majority vote of the stockholders of the corporation.

ARTICLE V

EXISTENCE

This corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be located in the City of Plantation, County of Broward, State of Florida, and the mailing address of said principal office of the corporation shall be 9715 West Broward Boulevard, #216, Plantation, Florida 33324.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of each of the Directors, subject to the Bylaws, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH D. McGAVIN	9715 West Broward Boulevard, #216 Plantation, Florida 33324
AUSTIN W. McGAVIN	1859 North Pine Island Road Plantation, Florida 33322
ADAM E. McGAVIN	4546 South Semoran Boulevard Orlando, Florida 32822

ARTICLE IX

INITIAL REGISTERED OFFICE

The street address of the registered office is 9715 West Broward Boulevard, #216, Plantation, Florida 33324, and the name of the registered agent at that office is JOSEPH D. McGAVIN.

ARTICLE X

INCORPORATORS

The names and post office addresses of the persons signing these Articles of Incorporation are:

NAME

ADDRESS

JOSEPH D. McGAVIN

9715 West Broward Boulevard, #216
Plantation, Florida 33324

ARTICLE XI

OFFICERS

The officers of the corporation shall be elected at the organizational meeting of the incorporators and directors.

ARTICLE XII

RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the shareholders in the corporation may not be resold or otherwise transferred to other persons without the written consent of all of the shareholders or unless first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of the corporation.

This Article shall not be interpreted as a restriction of the right of any shareholder to have his/her entire stock holding redeemed by the corporation. All stock certificates issued will be prominently marked "RESTRICTED", with notation made to the Articles of Incorporation and/or ByLaws of the corporation. A subsequent and properly executed Shareholders' Agreement by all the shareholders is deemed to override any provision herein contrary to such Agreement.

ARTICLE XIII

GENERAL PROVISIONS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a stockholder or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

The corporation shall indemnify any and all stockholders or officers, or any person who may have served at its request as a stockholder or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been stockholders or officers, or a stockholder or officer of the corporation, or of such other corporation, except in relation to matters as to which any such stockholder or officer or former stockholder or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed adjudication that such stockholder or officer or person is liable for negligence or

misconduct in the performance of his duties, if such stockholder or officer or person was acting in good faith in which he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of stockholders or of any disinterested committee or group of persons to whom the question may be referred by the stockholders, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for, or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any Bylaws, agreement, vote of stockholders, or otherwise.

SEE NEXT PAGE FOR SIGNATURES AND NOTARY ACKNOWLEDGEMENT

WE, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of **HILLSIDE-CLEARWATER, INC.**

WITNESS our hands and seals this 18th day of February, 2003.

Joseph D. McGavin
Pres./Dir. JOSEPH D. MCGAVIN

Austin W. McGavin
Dir. AUSTIN W. MCGAVIN

Adam E. McGavin
Dir. ADAM E. MCGAVIN

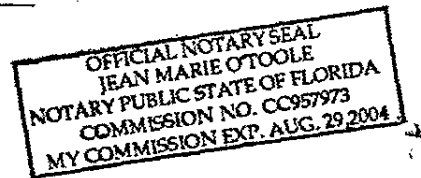
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 20 day of February, 2003, by JOSEPH D. MCGAVIN, AUSTIN W. MCGAVIN and ADAM E. MCGAVIN who executed this instrument for the purposes therein expressed.

(SEAL)

Jean Marie O'Toole
NOTARY PUBLIC

☒ Personally known ☒ Produced Driver Lic. as identification




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 **HILLSIDE-CLEARWATER, 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 Plantation, County of Broward, State of Florida, has named JOSEPH D. McGAVIN located at 9715 West Broward Boulevard, #216, Plantation, Florida 33324, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at 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.



JOSEPH D. McGAVIN,
Registered Agent

CERTIFICATE OF DIRECTORS AND STOCKHOLDERS

In accordance with Florida Statute 607.1007(1), the undersigned, being all the Directors and Stockholders of HILLSIDE-CLEARWATER, INC., a Florida corporation, affirm and certify that the First Restatement of the Articles of Incorporation of HILLSIDE-CLEARWATER, INC., contains several amendments of portions of the original Articles of Incorporation and those amendments required shareholder action for approval.

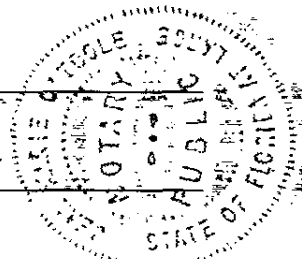
The undersigned further affirm and certify that the First Restatement of the Articles of Incorporation of HILLSIDE-CLEARWATER, INC., dated February 18, 2003, and all amendments contained therein, was approved by a unanimous vote of the Directors and Shareholders and further that that amount of votes was sufficient for the approval of the amendments and the restatement.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 18th day of February, 2003.

Joseph D. McGavin
JOSEPH D. McGAVIN

Austin W. McGavin
AUSTIN W. McGAVIN

Adam E. McGavin
ADAM E. McGAVIN



STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this _____ day of February, 2003, by JOSEPH D. McGAVIN, AUSTIN W. McGAVIN and ADAM E. McGAVIN who executed this instrument for the purposes therein expressed.

Jean Marie O'Toole
NOTARY PUBLIC

(SEAL)

☒ Personally known ☒ Produced Driver Lic. as identification

