

PA8000108147

Address  
West Palm Bch, FL 33402  
City/State/Zip  
Phone #  
561-659-7500

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
PM 4:04

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ARKH, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-04/02/01--01003--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Amended & Restated*

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
MAR 30, PM 3:58  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

- ☒ Walk in ☐ Pick up time ☐ Photocopy  
☐ Mail out ☒ Will wait ☒ Certificate of Status

900003932669--0  
-04/02/01--01003--009  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials *AR*

*2/20/01*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 30, 2001

Moyle, Flanigans  
118 N. Gadsen  
Tallahassee, FL 32312

SUBJECT: ARH, INC.  
Ref. Number: P98000108147

We have received your document for ARH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 001A00019205

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF  
ARH, INC.**

FILED  
01 MAR 30 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

On December 30, 1998, the undersigned established the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit. The undersigned does hereby amend and restate the Articles of Incorporation as follows:

**ARTICLE I**  
Name of Corporation

The name of this Corporation shall be ARH, INC. (the "Corporation").

**ARTICLE II**  
Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 324 Royal Palm Way, Suite 231, Palm Beach, Florida 33480.

**ARTICLE III**  
Purpose; Prohibited Activities

This Corporation is organized for the following purposes:

(a) 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 the managing member interest of ARH, L.C., whose purpose is limited to acquiring that certain parcel of real property, together with all improvements located thereon, located at 218 Royal Palm Way, Palm Beach, Florida 33480, and commonly known as the Cypress Trust Building (the "Property").
2. To own, hold, sell, assign, transfer, operate, lease, manage, mortgage, pledge and otherwise deal with the Property.
3. To exercise all powers enumerated in Chapter 607 of the Florida Statutes and any other applicable Florida laws incidental, necessary or appropriate to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

(b) 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 Corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the Corporation shall not incur, assume, or guaranty any other indebtedness, except for trade payables in the ordinary course of its business of owning and operating the Property. The Corporation shall not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale or transfers of stock interest. For so long as a mortgage lien exists on the Property, the Corporation will not without the unanimous consent of the Board of Directors: (i) file or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally, (ii) seek or consent to the appointment of a receiver,

liquidator, assignee, trustee, sequestrator, custodian or any similar official for itself or any other entity, (iii) make an assignment of its assets for the benefit of its creditors or an assignment of the assets of another entity for the benefit of such entity's creditors, or (iv) take any action in furtherance of the foregoing. For so long as a mortgage lien exists on 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 a first mortgage lien on the Property.

#### ARTICLE IV Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V 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 the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII  
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Paul A. Krasker, Esquire.

ARTICLE VIII  
Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than two (2). The name and address of the initial directors of this Corporation are as follows:

Marc Haisfield	324 Royal Palm Way, Suite 231 Palm Beach, FL 33480
Lisa Haisfield	324 Royal Palm Way, Suite 231 Palm Beach, FL 33480

ARTICLE IX  
By-Laws

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

ARTICLE X  
Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

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 XI Incorporator

The name and address of the person signing these Amended and Restated Articles are as follows: Marc Haisfield, 324 Royal Palm Way, Suite 231, Palm Beach, Florida 33480.

#### ARTICLE XII Separateness Covenants

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: For so long as any mortgage lien exists on 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 and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain separate corporate records, books and accounts from those of its parent and any affiliate or any other person.

3. It shall not commingle funds or assets with those of its parent, any affiliate or any other person.
4. It shall conduct its business and hold its assets in its own name.
5. It shall maintain financial statements, accounting statements and prepare tax returns separate from its parent, any affiliate or any other person.
6. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate, and maintain a sufficient number of employees in light of its contemplated business operations.
7. It shall maintain adequate capital in light of its contemplated business operations.
8. It shall maintain an arm's length relationship with its parent and any affiliate.
9. It shall not assume or 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 have any of its obligations guaranteed by any member, general partner or affiliate, except the guarantor of the mortgage loan.
11. It shall not pledge its assets for the benefit of any other person or entity or make an advance or loan to any person or entity, including any affiliate.
12. It shall not acquire obligations or securities of its partners, members or shareholders or any affiliate.
13. It shall use stationery, invoices and checks separate from any affiliate or any other person.
14. It shall hold itself out as an entity separate and distinct from any affiliate and not as a division, department or part of any other person or entity.
15. It shall not identify its members or any affiliates as a division or part of it.



16. It shall correct any known misunderstanding regarding its separate identity.
17. It shall maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any other entity.
18. It shall not share a common logo with any affiliate or any other person.
19. It shall not acquire or own any material assets other than the Property and such incidental personal property as may be necessary for the operation of the Property.
20. It shall maintain its books, records, resolutions and agreements as official records.
21. It shall hold regular meetings, as appropriate, to conduct its business and observes all Corporation level formalities and record keeping.
22. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

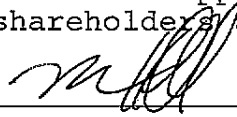
For purposes of this Article XII, the following terms shall have the following meanings:

"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.

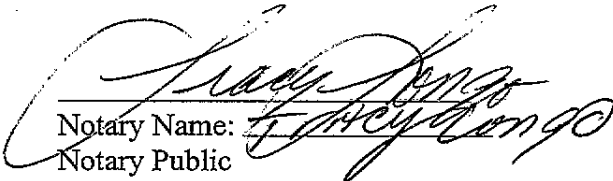
"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation this 29<sup>th</sup> day of March, 2001. These Amended and Restated Articles of Incorporation have been approved by the unanimous vote of the Board of Directors and shareholders as of even date herewith.

  
\_\_\_\_\_  
Marc Haisfield, Vice President

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

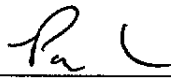
The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of March, 2001, by Marc Haisfield, as Vice President of ARH, INC., on behalf of the Corporation, and he is personally known to me. or has produced \_\_\_\_\_ as identification and did take an oath.

  
\_\_\_\_\_  
Notary Name: Tracy Lee Longo  
Notary Public  
Serial (Commission) Number \_\_\_\_\_  
(if any)

(NOTARY STAMP)



I hereby accept appointment as Registered Agent of ARH, INC. as provided in Article VII, hereof.

  
\_\_\_\_\_  
Paul A. Krasker, Esquire  
Registered Agent