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AUTHORIZATION : *Patricia Piggitt*

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CUSTOMER NO: 4323655

CUSTOMER: Preston O. Cockey, Jr., Esq  
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Suite 2100  
201 N. Franklin Street  
Tampa, FL 33602

DOMESTIC FILING

NAME: WHALEY'S CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 11 PM 1:34

RECEIVED  
99 JAN 11 AM 11:24  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
WHALEY'S CENTER, INC.**

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The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

**Name and Address**

The name of this Corporation is: WHALEY'S CENTER, INC. The street and mailing address of the Corporation is: 601 South Magnolia Avenue, Tampa, Florida 33606.

**ARTICLE II**

**Term of Existence**

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

**ARTICLE III**

**Purpose**

This Corporation's business and purpose shall consist solely of the following:

(i) To acquire a general partnership interest in and act as the general partner of Whaley's Shopping Center, Ltd. (the "Partnership"), which is engaged solely in the ownership, operation and management of the shopping center project located at 533 S. Howard Avenue, Tampa, Florida 33606 (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Partnership's Limited Partnership Agreement ("Partnership Agreement"); and

(ii) To engage in such other lawful activities permitted to corporations by the Florida Business Corporation Act as are incidental, necessary or appropriate to the foregoing.

**ARTICLE IV**

**Powers and Duties**

This Corporation shall have the powers and authority to do all things necessary or convenient to carry out its business and affairs as authorized by

Section 607.0302, *Florida Statutes*. Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article III or cause or allow the Partnership to engage in any business or activity other than as set forth in its Partnership Agreement;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iv) dissolve or liquidate, in whole or in part;
- (v) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;
- (vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (vii) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;
- (viii) with respect to the Corporation or the Partnership, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or the Partnership or a substantial part of the property of the Corporation or the Partnership, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporation action in furtherance of any such action;
- (ix) amend Articles III, IV or V of these Articles of Incorporation of the Corporation or approve an amendment to the Limited Partnership Agreement governing the Partnership; or
- (x) withdraw as general partner of the Partnership.

So long as any obligations given by the Partnership to Residential Funding Corporation, its successors and assigns, encumbering the Partnership's property, (the "Mortgage") remain outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (vii) and (ix) and (x) above without the written consent of the holder of the Mortgage.

## **ARTICLE V**

### **Separateness/Operations Matters**

The Corporation shall:

(a) maintain books and records and bank accounts separate from those of any other person;

(b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;

(d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

(g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(h) conduct business in its own name, and use separate stationery, invoices and checks;

(i) not commingle its assets or funds with those of any other person; and

(j) not assume, guarantee or pay the debts or obligations of any other person.

## **ARTICLE VI**

### **Capital Stock**

This Corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value common stock, which shall be designated Common Shares.

## **ARTICLE VII**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 601 South Magnolia Avenue, Tampa, Florida 33606 and the name of its initial registered agent at such address is Charles E. Mendez, Jr.

## **ARTICLE VIII**

### **Initial Board of Directors**

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Charles E. Mendez, Jr.	601 South Magnolia Avenue Tampa, Florida 33606

## **ARTICLE IX**

### **Incorporator**

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Charles E. Mendez, Jr.	601 South Magnolia Avenue Tampa, Florida 33606

## **ARTICLE X**

### **Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

**ARTICLE XI**

**Amendment**

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99 JAN 11 PM 1:34

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 7<sup>th</sup> day of January, 1999.

  
CHARLES E. MENDEZ, JR.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
CHARLES E. MENDEZ, JR.

Dated: January 7<sup>th</sup>, 1999

1074-051-0627299.01