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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

W/B Merit Square Corp. Restated
File 1st

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
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<input type="checkbox"/>	Change of Registered Agent
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<input type="checkbox"/>	Merger

OTHER FILINGS	
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99 MAR 26 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
W/B MERRITT SQUARE CORP.

99 MAR 26 PM 3:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W/B Merritt Square Corp., a Florida corporation (the "Corporation"), hereby certifies that, pursuant to Section 607.1003 of the Florida Business Corporation Act, these Amended and Restated Articles of Incorporation were duly adopted by the shareholders of the Corporation entitled to vote thereon and the Board of Directors by written consent without a meeting, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. on March 25, 1999.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is W/B Merritt Square Corp. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Miami, Florida 33133.

ARTICLE II - PURPOSE

(a) The purpose for which the Corporation is organized is limited to: (i) acquiring, owning, and holding a general partnership interest in W/B Merritt Square, Ltd., a Florida limited partnership (the "Partnership"), pursuant to the terms and conditions of the Agreement of Limited Partnership of the Partnership, as may be amended from time to time (the "Partnership Agreement"), (ii) operating, using, and managing as general partner of the Partnership, on behalf of the Partnership, that certain real property owned by the Partnership commonly known as Merritt Square Financial Center, located at 775 Merritt Island Causeway, Merritt Island, Brevard County Florida, (the "Property"), and (iii) entering into and performing its required obligations on behalf of the Partnership under any loan agreement relating to the financing or refinancing of the acquisition of the Property (the "Loan Agreement") which provides the lender thereunder with a first priority lien on the Property, the promissory note evidencing indebtedness underlying the Loan Agreement and the Mortgage, Deed of Trust and Security Agreement and Assignment of Leases and Rents or any other documents delivered as security for the indebtedness underlying the Loan Agreement (the "Mortgage") and any related collateral documents (collectively, the "Loan Documents").

(b) Notwithstanding any other provision of the Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, at all times that the Property is subject to the lien of the Mortgage, the Corporation shall not, without the unanimous affirmative vote of the members of its Board of Directors, do any of the following:

i) amend, alter, change, repeal or adopt any resolution setting forth a proposed amendment to, any provision of these Articles of Incorporation, or cause any provision of the Partnership Agreement to be amended, altered, changed or repealed;

ii) dissolve or liquidate, in whole or in part, consolidate or merge with or into any other entity or convey, sell or transfer its properties and assets substantially as an entirety to any entity, or to cause the Partnership to dissolve, wind up or liquidate, in whole or in part, or cause the Partnership to consolidate or merge with or into any other entity, or cause the Partnership to convey, sell or transfer its properties and assets substantially as an entirety to any entity;

iii) engage in any business or activity other than as set forth in these Articles of Incorporation; or cause the Partnership to engage in any business or activity other than as set forth in the Partnership Agreement;

iv) engage in transactions with "affiliates" (as defined in Article II(c) hereof) of the Corporation or cause the Partnership to engage in transactions with affiliates of the Partnership or the Corporation other than on arm's length terms; or

v) file, or cause the Partnership to file, a voluntary petition or otherwise initiate, or consent to, or cause the Partnership to initiate or consent to, proceedings for the Corporation or the Partnership to be adjudicated insolvent or seeking an order for relief as a debtor under United States Bankruptcy Code, as amended (11 U.S.C. §§101 *et seq.*) (the "Bankruptcy Code"), or file, or cause the Partnership to file, any petition, or consent or to cause the Partnership to consent to any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or the Partnership or of all or any substantial part of the properties and assets of the Corporation or Partnership, or make or cause the Partnership to make, any general assignment for the benefit of creditors, or admit in writing or cause the Partnership to admit in writing, its inability to pay its debts generally as they become due, or declare or effect or cause the Partnership to declare or effect, a moratorium on its debt or take any corporate action, or cause the Partnership to take any partnership action, in furtherance of any such action.

(c) The Board of Directors of the Corporation shall, at all times that the Property is subject to the lien of the Mortgage, include an independent director (the "Independent Director"). The Independent Director shall be a person who is not at the time of appointment and who has not at any time during the prior five years been and who is not while serving as the Independent Director (i) a director, stockholder, officer or employee of the Corporation or any affiliates thereof, other than with respect to such person's service as an Independent Director of the Corporation and such person's service in similar "Independent Director" positions for affiliates of the Corporation; (ii) a creditor, customer, supplier, independent contractor, manager or any other person who derives more than 10% of its gross revenues from its activities with the Corporation or any affiliates thereof; (iii) a person controlling any such stockholder, creditor, customer, supplier, independent contractor, manager or other person; (iv) the legal or beneficial

owner, at any time while serving as director of the Corporation, of any beneficial interest in the Corporation; or (v) a member of the immediate family of any such stockholder, officer, employee, creditor, customer, supplier, director, independent contractor, manager or any other person of the Corporation. As used herein, the term "affiliate" means any person controlling, under common control with, or controlled by the person in question, and the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through ownership of voting securities, by contract or otherwise. In the event of the death, incapacity, or resignation of an Independent Director, or the vacancy of the Independent Director's seat on the Corporation's Board of Directors for any reason, a successor Independent Director shall be appointed by the remaining directors.

(d) Except as otherwise permitted by the Loan Documents, at all times that the Property is subject to the lien of the Mortgage, the Corporation shall and shall cause the Partnership to (i) observe all corporate and partnership formalities, as applicable, including the maintenance of current minute books; (ii) maintain its own separate and distinct books of account and corporate records from any other person or entity; (iii) cause its financial statements to be prepared in accordance with generally accepted accounting principles in a manner that indicates the separate existence of the Corporation and its assets and liabilities from any other person or entity; (iv) pay all its liabilities out of its own funds; (v) in all dealings, identify itself, and conduct its own business and hold itself out under its own name and as a separate and distinct entity and correct any misunderstandings regarding its status as a separate entity; (vi) independently make decisions with respect to its business and daily operations; (vii) maintain an arm's length relationship with its affiliates; (viii) pay the salaries of its employees and maintain a sufficient number of employees in light of its contemplated business operations; (ix) allocate fairly and reasonably any overhead for shared office space; and (x) use separate stationary, invoices and checks.

(e) Except as otherwise permitted by the Loan Documents, at all times that the Property is subject to the lien of the Mortgage, the Corporation shall not (i) commingle its assets with those of, or pledge its assets for the benefit of, any other person or entity; (ii) assume, guarantee or become obligated, or hold out its credit as being available to satisfy, the liabilities or obligations of any other person or entity; (iii) reduce its capital below an amount which is adequate in light of its contemplated business operations; (iv) acquire obligations or securities of, or make loans or advances to, any affiliate; (v) incur or assume any indebtedness other than (A) the indebtedness underlying the Loan Agreement, and (B) liabilities (including, but not limited to, trade payables) arising in the ordinary course of the Corporation's business relating to the acquisition, ownership, operation, use or management of the Property; (vi) amend, alter, change or repeal any provision of Articles of these Amended and Restated Articles of Incorporation; (vii) engage in any dissolution or liquidation, in whole or in part, consolidation or merger with or into any other entity or conveyance, sale or transfer of its properties and assets substantially as an entirety to any entity; or (viii) engage in any business or activity other than as set forth in these Amended and Restated Articles of Incorporation. Notwithstanding anything contained herein to

the contrary, nothing herein shall be deemed to prohibit or otherwise limit any dividends or other distributions from the Corporation to its shareholders.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV BOARD OF DIRECTORS

(a) The initial Board of Directors of the Corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

Name

Address

Warren P. Weiser

2665 South Bayshore Drive
Miami, Florida 33133

Carol Greenberg Brooks

2665 South Bayshore Drive
Miami, Florida 33133

(b) The Board of Directors shall use their best efforts to consider the interests of the creditor in connection with all corporate actions.

ARTICLE V - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles. The Corporation's obligation to indemnify its officers and directors pursuant to this Article shall be subordinate in all respects to the obligations of the Corporation arising out of the Loan Documents and shall not constitute a claim against the Corporation to the extent that the Corporation is unable to pay any amounts it is obligated to pay under the Loan Documents.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Articles of Incorporation this 25 day of March, 1999.



Warren P. Weiser, President

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