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C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

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CORPORATION(S) NAME

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Prospect Park Realty Corp.

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TALLAHASSEE, FLORIDA

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☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

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☐ Mail Out

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☐ Dissolution/Withdrawal

☐ Annual Report

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T. SMITH MAR 31 1999

ARTICLES OF INCORPORATION

OF

PROSPECT PARK REALTY CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: Prospect Park Realty Corp.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: c/o Sentinel Real Estate Corporation, 666 Fifth Avenue, 26th Floor, New York, NY 10103

THIRD: The number of shares the corporation is authorized to issue is: 100

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The names and addresses of the persons who are to serve as initial directors are:

John H. Streicker	666 Fifth Avenue, New York, NY 10103
Christine C. Kurtz	666 Fifth Avenue, New York, NY 10103
Elizabeth Longo	666 Fifth Avenue, New York, NY 10103

SIXTH: The name and address of each incorporator is:

Ellyn Baron	666 Fifth Avenue, New York, NY 10103
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SEVENTH: Other Matters:

- a. The purpose or purposes for which the corporation is organized shall be limited to the ownership, mortgage and secured financing, operation, leasing, sales and related activities in respect of One Prospect Park, Two Prospect Park and Three Prospect Park each located in Fort Lauderdale, Florida and paying over the net income from the properties to an entity(ies) described in Section 501(c)(25)(C) of the Internal Revenue Code of 1986, as amended (the "Code") and, in connection with these purposes, the corporation shall be entitled to exercise the powers granted to it under the laws of the state of Florida. The corporation shall not be empowered to perform any action that would result in the corporation's failing to qualify as a corporation exempt from federal income taxation pursuant to Section 501(c)(25) of the Code.
- b. The corporation shall have one class of stock only, and there shall not be permitted to be more than thirty-five (35) holders of the corporation's one class of stock and any purported transfer of stock that would result in more than thirty-five (35) stockholders shall be null and void and without effect.

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c. Upon a majority vote of the shareholders of the corporation, the shareholders may, following reasonable notice, dismiss any investment advisor previously appointed by the corporation's officers and/or directors to provide services to the corporation.

d. Any shareholder of the corporation may terminate its interest in the corporation by either:

(a) selling to, or exchanging its membership interest with, any organization described in Section 501(c)(25)(C) of the Code (or any successor provision of the United States Internal Revenue laws), provided that any such sale or exchange would not result in an increase in the number of shareholders of the corporation above thirty-five (35), and provided further, that such sale or exchange would not violate any applicable Federal or state securities law; or

(b) upon the receipt of ninety (90) days written notice from the shareholder to the corporation, a shareholder may have its membership interest redeemed by the corporation.

Ellyn Baron

Signature of Incorporator
Ellyn Baron

Date: March 30, 1999

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

Date 3/31/99

By

Connie Bryan

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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