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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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CORPORATION(S) NAME

Chesterfield Westland Company, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Certified Copy | | |
| We need (1) certified copy in addition to (1) file stamped copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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99 APR 16 PM 2:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHESTERFIELD WESTLAND COMPANY, INC.

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation law of the State of do hereby certify as follows:

FIRST: The name of the Corporation is "Chesterfield Westland Company, Inc."

SECOND: The address of the Corporation's registered office in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324. The name of its registered agent at such address is CT Corporation System.

THIRD: The purpose of the Corporation shall be limited to serving as the general partner of Hialeah Promenade, a California Limited Partnership (the "Property Owner"), owning, operating, managing and leasing the property commonly known as Westland Promenade Shopping Center (the "Property") and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as general partner of the Partnership for mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Lehman Brothers Holdings Inc., d/b/a Lehman Capital, a division of Lehman Brothers Holdings Inc., and its successors and assigns with respect to the Indebtedness ("Lender"), and trade payables incurred in the ordinary course of business.

FOURTH: The total number of shares which the Corporation shall have authority to issue is 100 shares of Common Stock, par value \$0.01 per share.

FIFTH: the street and mailing address of the initial principal office of the Corporation is as follows:

11835 Olympic Boulevard

Suite 975

West Los Angeles, California 90064.

SIXTH: The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Allen J. Lynch
11835 Olympic Boulevard
Suite 975
West Los Angeles, CA 90064

David Henderson-Williams
11835 Olympic Boulevard
Suite 975
West Los Angeles, CA 90064

Jack Adelman
Cadwalader, Wickersham & Taft
100 Maiden Lane
New York, NY 10038

SEVENTH: A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act, or (iv) for any transaction from which the director of the Corporation derived an improper financial benefit. If the General Corporation Law of Florida is hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended. Any repeal or modification of this Article NINETH by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors, is required to take or cause the Property Owner to take any of the following actions:

- (a) causing the Corporation or the Property Owner to become insolvent;
- (b) commencing any case, proceeding or other action on behalf of the Corporation or the Property Owner under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
- (c) instituting proceedings to have the Corporation or the Property Owner adjudicated as bankrupt or insolvent;
- (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Property Owner;
- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or the Property Owner of its debts under any federal or state law relating to bankruptcy;
- (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Property Owner or a substantial portion of the properties of the Corporation or the Property Owner;

- (g) making any assignment for the benefit of the Corporation's or the Property Owner's creditors; or
- (h) taking any action or causing the Corporation or the Property Owner to take any action in furtherance of any of the foregoing,

2. For so long as the Indebtedness is outstanding, the Corporation shall not, without the consent or approval of Lender in the manner and to the extent required by the terms of the loan document executed in connection with the Indebtedness (the "Loan Documents") :

- (a) amend its organizational documents or cause the Property Owner to amend its organizational documents;
- (b) engage in any business activity other than as set forth in Article THIRD;
- (c) withdraw as a general partner of the Property Owner; or
- (d) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets or cause the Property Owner to dissolve, liquidate consolidate, merge, or sell all or substantially all of its assets; or
- (e) transfer its interest or a portion thereof in the Property Owner, except as expressly permitted under the Loan Documents.

3. The Corporation shall, and the Corporation shall require the Property Owner to :

- (a) not commingle its assets with those of any other entity and hold its assets in its own name;
- (b) conduct its own business in its own name;
- (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- (d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
- (e) pay its own liabilities out of its own funds;
- (f) maintain adequate capital in light of contemplated business operations;
- (g) observe all corporate or other organizational formalities;
- (h) maintain an arm's length relationship with its affiliates;
- (i) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;

- (j) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (k) not acquire obligations or securities of affiliates or shareholders;
- (l) not make loans to any person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices, and checks;
- (o) not pledge its assets for the benefit of any entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity;
- (q) not identify itself or any of its affiliates as a division or part of the other; and
- (r) maintain adequate capital in light of its contemplated business operations.

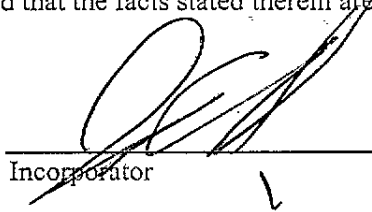
4. The Board of Directors is to consider the interests of the Corporation's creditors and the Property Owner's creditors in connection with all corporate actions.

NINTH: The following is the name and address of each incorporator of the Corporation:

Jerrold A. Wish, Greenberg Traurig, P.A.,

1221 Brickell Avenue, Miami, Florida 33131

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of April, 1999 and I affirm that the foregoing articles are my act and deed and that the facts stated therein are true.



Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: 4-16-99

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary

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TALLAHASSEE, FLORIDA