

P99000062948

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000017072 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES,
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 15 AM 11:03

FILED

FLORIDA PROFIT CORPORATION OR P.A.

FLAMINGO APARTMENTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 14, 1999

BLUMBERG/EXCELSIOR

SUBJECT: FLAMINGO APARTMENTS, INC.
REF: W99000016148

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

THE NAME UNDER THE REGISTERED AGENTS SIGNATURE SHOULD BE BLUMBERG EXCELSIOR OR JUST REMOVE THE XL CORPORATE SERVICES, INC. IT MAKES THE R.A. NOT CONSISTENT.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H99000017072
Letter Number: 599A00036195

H99000017072

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 15 AM 11:04

FILED

ARTICLES OF INCORPORATION
OF
FLAMINGO APARTMENTS, INC.

THE UNDERSIGNED, sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is FLAMINGO APARTMENTS, INC.
2. The duration of the corporation shall be perpetual.
3. Purpose

Notwithstanding any provision hereof to the contrary, 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:

(a) To acquire from Flamingo West Apartments, Inc. certain parcels of real property, together with all improvements located thereon, in the County of Hillsborough, State of Florida (the "Property").

(b) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

(c) To exercise all powers enumerated under the laws of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

4. Certain Prohibited Activities

Notwithstanding any provision hereof to the contrary, if any indebtedness of the Corporation to First Union National Bank or its successors or assigns is outstanding (such indebtedness, the "First Mortgage") the Corporation shall not: (1) incur, assume or guarantee any indebtedness other than (a) the First Mortgage; and (b) liabilities in the ordinary course of business relating to the ownership and operation of the Property not more than 60 days past

due; (2) dissolve or liquidate, or consolidate or merge with or into any other Person or convey or transfer its properties substantially as an entirety to any Person; (3) voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors; or (4) amend these Articles of Incorporation without first obtaining approval of First Union National Bank or its successors or assigns..

If the First Mortgage is outstanding, the shares or capital stock of the Corporation shall not be transferred, assigned, pledged or otherwise disposed of or encumbered except as expressly provided for in the documents evidencing the First Mortgage. A legend to such effect shall be placed on each certificate evidencing such shares.

5. Indemnification

Notwithstanding any provision hereof to the contrary, any and all obligation of the Corporation to indemnify its directors and officers shall be fully subordinated to the First Mortgage and, as long as the First Mortgage is outstanding, shall not constitute a claim against the Corporation.

6. Separateness Covenants

Notwithstanding any provision hereof to the contrary, for so long as the First Mortgage is outstanding, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these Articles of Incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

a. It shall establish and maintain an office through which its business shall be conducted separate and apart from those any other Person and shall allocate fairly and reasonably any overhead for shared office space.

b. It shall maintain corporate records and books of account separate from those of any Person.

c. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate

corporate actions.

- d. It shall observe all corporate formalities.
- e. It shall not commingle its assets with those of any other Person.
- f. It shall conduct its own business in its own name.
- g. It shall maintain financial statements separate from any other Person.
- h. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any other Person.
- i. It shall maintain an arm's length relationship with its Parent and any Affiliate.
- j. It shall not guarantee or become obligated for the debts of any other Person, or hold out its credit as being available to satisfy the obligations of others.
- k. It shall use stationary, invoices and checks separate from any other Person.
- l. It shall not pledge its assets for the benefit of any other Person.
- m. It shall not acquire obligations or securities of any other Person.
- n. It shall not make loans to any other Person.
- o. It shall correct any known misunderstanding regarding its separate identity.
- p. It shall maintain adequate capital in light of its contemplated business operations.
- q. It shall hold itself out as an entity separate from any other Person.
- r. It shall file its tax returns separate from those of

any other Person.

7. Definitions

For purpose of these Articles of Incorporation, the following terms shall have the following meanings:

"Affiliate" means any Person other than the Corporation (i) which owns beneficially, directly or indirectly through one or more intermediaries, more than ten percent (10%) of the outstanding shares of the Common Stock, or which is otherwise in control of the Corporation whether directly or indirectly through one or more intermediaries, (ii) of which more than ten percent (10%) of the outstanding voting securities are owned beneficially, directly or indirectly, by any Person described in clause (i) above, or (iii) which is controlled by or under common control with any Person described in clause (i) above; provided that for the purpose of this definition the terms "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

"Parent" means, with respect to a corporation, any other Person 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, government or any agency or political subdivision thereof or any other entity.

8. Voting

Notwithstanding any provision hereof to the contrary, when voting on matters concerning the Corporation, notwithstanding that the Corporation is not then insolvent, the Corporation's directors, shall take into account the interests of the Corporation's creditors.

9. Conflict between the Articles of Incorporation and the Bylaws

BlumbergExcelsior Corp. Services, Inc.
62 White Street, New York, NY 10013
(212) 431-5000 x 527

If any provisions of these Articles of Incorporation conflicts with any provisions of the Bylaws, these Articles of Incorporation shall govern.

10. The aggregate number of shares which the corporation shall have authority to issues 200 shares, at no par value and of one class.

11. The principal address and mailing address of the corporation will be:

4435 Old Winter Garden Road
Orlando, Florida 32802

and the name of its initial registered agent at such address is:


Blumberg Excelsior Corporate Services, Inc.

The name and address of the sole incorporator is:

Monica Burton
c/o Blumberg Excelsior Corporate Services, Inc.
62 White Street
New York, New York 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: July 13 , 1999.


Monica Burton,
Sole Incorporator

BlumbergExcelsior Corp. Services, Inc.
62 White Street, New York, NY 10013
(212) 431-5000 x 527

H99000017072

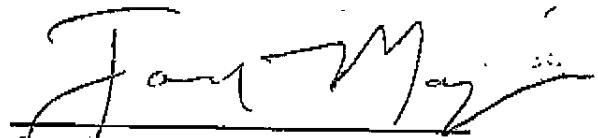
JUL.15.1999 9:31AM XL CORP & RESEARCH

NO.184 P.8/B
H99000017072

**ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

I, the undersigned, do hereby accept appointment as Registered Agent for
FLAMINGO APARTMENTS, INC. the within named corporation.

Dated: July 13, 1999



Jose Mojica, Assistant Secretary
BlumbergExcelsior Corporate Services, Inc.

FILED

99 JUL 15 AM 11:04

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

BlumbergExcelsior Corp. Services, Inc.
62 White Street, New York, NY 10013
(212) 431-5000 x 527

H99000017072