

# P99000075634

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.**

((H99000031810 7)))

**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) 922-4000

**From:**

Account Name : BROAD AND CASSEL - MIAMI  
Account Number : I19990000191  
Phone : (305) 373-9448  
Fax Number : (305) 995-6410

*Anna Salgado*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 DEC 15 PM 3:40

FILED

## BASIC AMENDMENT

### TRICONY WPB CORP.

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$52.50

*Amended & Restated*

Electronic Filing Menu

Corporate Filing

Public Access Help

*Articles*

*12/15/99 DC*

12/14/99 11:43 AM

RECEIVED  
99 DEC 15 PM 2:56  
DIVISION OF CORPORATIONS

DEC-15-1999 14:20

P.02/09

(850)487-6013 12/15/99 09:38 FI Dept of State pl /1



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 15, 1999

TRICONY WPB CORP.  
C/O 313 1/2 WORTH AVE STE B-1  
PALM BEACH, FL 33480

SUBJECT: TRICONY WPB CORP.  
REF: P99000075634

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.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000031810  
Letter Number: 499A00058793

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H99000031810 7

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TRICONY WPB CORP.**

**ARTICLE I. NAME AND ADDRESS**

The name of the corporation shall be TRICONY WPB CORP. (the "Corporation") and the address of the principal office of this Corporation shall be c/o 313 1/2 Worth Avenue, Suite B-1, Palm Beach, Florida 33480, and the mailing address of the Corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

The business and purpose of the Corporation is limited to (i) owning and holding a membership interest in, and acting as the managing member of, Tricony WPB, L.L.C., a Florida limited liability company ("Owner"), which is or is to become the fee owner of certain land and improvements located in West Palm Beach, Florida and more commonly known as 1645 Palm Beach Lakes Boulevard and is or is to become the borrower under that certain mortgage loan (the "Mortgage Loan") with Metropolitan Life Insurance Company or an affiliate thereof (the "Mortgage Lender"), and (ii) engaging in any lawful act or activity permitted to a corporation under the laws of Florida that is incident, necessary or appropriate to the foregoing.

**ARTICLE III. CAPITAL STOCK**

The Corporation is authorized to issue 100 shares of common stock, \$1.00 par value.

**ARTICLE IV. REGISTERED AGENT**

The street address of the initial registered office of the Corporation shall be 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131, and the name of the initial registered agent of the Corporation at that address is B & C Corporate Services, Inc.

**ARTICLE V. TERM OF EXISTENCE**

The Corporation shall exist perpetually unless sooner dissolved according to law.

**THIS DOCUMENT PREPARED BY:**

THOMAS J. PALMIERI, P.A.  
Florida Bar Number 242047  
Broad and Cassel  
Miami Center, Suite 3000  
201 South Biscayne Boulevard  
Miami, Florida 33131  
(305) 373-9400

H99000031810 7

FILED  
90 DEC 15 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H99000031810 7

### ARTICLE VI. BOARD OF DIRECTORS

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Edward Torres  
313 1/2 Worth Avenue  
Suite B-1  
Palm Beach, Florida 33480

### ARTICLE VII. CERTAIN PROVISIONS

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

1. Notwithstanding any other provision of these Articles of Incorporation, the By-Laws of the Corporation or any provision of law that would so empower the Corporation, the Corporation shall not, without the unanimous vote of all of the members of the Board of Directors:

- a. cause the Corporation or Owner to become insolvent;
- b. commence any case, proceeding or other action on behalf of the Corporation or Owner under any existing or future law of any jurisdiction relating to bankruptcy, insolvency or relief of debtors;
- c. institute proceedings to have the Corporation or Owner adjudicated as bankruptcy or insolvent;
- d. consent to the institution of bankruptcy or insolvency proceedings against the Corporation or Owner;
- e. file or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, composition, or other relief on behalf of the Corporation or Owner of its debts under any federal or state law relating to bankruptcy or insolvency;
- f. seek or consent to, or cause Corporation or Owner to seek or consent to, the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or Owner, or any substantial portion of the properties of the Corporation or Owner;
- g. make any assignment for the benefit of the Corporation's or Owner's creditors, or admit in writing, or cause the Corporation or Owner to admit in writing, the Corporation's or Owner's inability to pay its debts generally as they become due; or
- h. dissolve, liquidate, consolidate, merge or sell all or substantially all of the assets of the Corporation;

H99000031810 7

i. engage in any business activity other than as set forth in Article II of these Articles of Incorporation;

j. amend the provisions of these Articles of Incorporation or vote to amend Articles V or VII of the Articles of Organization of Owner; or

k. take any action or cause Owner to take any action in furtherance of any of the foregoing.

2. For so long as the Mortgage Loan is outstanding, the Corporation shall not:

a. amend, alter, change, or repeal the provisions of Articles SECOND, SEVENTH or NINTH of these Articles of Incorporation without the prior written consent of the Mortgage Lender;

b. engage in any business activity other than as set forth in Article SECOND of these Articles of Incorporation; cause Owner to engage in, or consent to Owner engaging in, any business activity not expressly permitted by its organizational documents; or engage in transactions with an affiliate except on an arm's length basis and on commercially reasonable terms;

c. withdraw as a member of Owner;

d. dissolve or liquidate, in whole or in part, consolidate or merge with or into any other entity or convey, sell or transfer all or substantially all of its properties (including its ownership interests in Owner) and assets to any entity, or consent to or cause the dissolution or liquidation, in whole or in part, of Owner, the consolidation or merger of Owner with or into any other entity or the conveyance, sale or transfer by Owner of all or substantially all of its properties, except as expressly permitted in the documents executed in connection with the Mortgage Loan;

e. incur any indebtedness other than trade payables incurred, as managing member of Owner, in the ordinary course of business with trade creditors and in amounts as are normal and reasonable under the circumstances or cause Owner to do, or consent that Owner does, the same, except as permitted under the documents executed in connection with the Mortgage Loan; or

f. create, or cause or consent that Owner create, any subsidiaries.

3. The Corporation shall:

a. maintain books and records separate from any other person or entity;

b. maintain its accounts separate from any other person or entity;

c. not commingle its assets with those of any other entity;

d. conduct its own business in its own name;

H990000318107

- e. maintain separate financial statements;
- f. pay its own liabilities out of its own funds;
- g. observe all corporate 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 its credit as being available to satisfy the obligation of others;
- k. not acquire obligations or securities of affiliates or shareholders;
- l. allocate fairly and reasonably any overhead for shared office space;
- m. use separate stationery, invoices and checks;
- n. not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- o. hold itself out as a separate entity;
- p. correct any known misunderstanding regarding its separate identity; and
- q. maintain adequate capital in light of its contemplated business operations.

#### ARTICLE VIII. INDEMNIFICATION

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

#### ARTICLE IX. CREDITORS

The Corporation is to consider the interests of the Corporation's creditors in connection with all actions.

#### ARTICLE X. AMENDMENT

Except as provided herein, these Amended and Restated Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with Florida law.

H990000318 107

DEC-15-1999 14:23

P.07/09

H99000031810 7

IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of December 10, 1999.

TRICON VWPB CORP., a Florida corporation

By: 

EDWARD TORRES, VICE-PRESIDENT

H99000031810 7

DEC-15-1999 14:23

P.08/09

H990000318 10 7

**ACCEPTANCE OF APPOINTMENT**

**OF**

**REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

**B & C CORPORATE SERVICES, INC.,**  
a Florida corporation

By:

  
Anna Salgado, Vice President

H99000031810 7

DEC-15-1999 14:23

P.09/09

H99000031810 7

**TRICONY WPB CORP.**

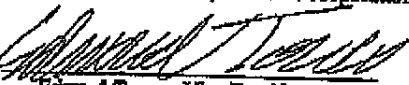
**Officer's Certificate**

I, EDWARD TORRES, the duly elected, qualified and acting Vice President of TRICONY WPB CORP., a Florida corporation (the "Corporation"), does hereby certify that the attached Amended and Restated Articles of Incorporation of the Corporation was adopted by the shareholder on December 10, 1999, with a sufficient number of votes cast for the approval of the amendments.

IN WITNESS WHEREOF, I have executed this Certificate as of December 14, 1999.

TRICONY WPB CORP., a Florida corporation

By

  
Edward Torres, Vice President

\*\*\*\*\*

H99000031810 7

TOTAL P.09