

P99000086260

Document Number Only

CT Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

800003000598--9
-09/29/99--01056--022
*****70.00 *****70.00
800003000598--9
-09/29/99--01056--023
*****8.75 *****8.75

Kimco Regency Plaza 207, Inc

FILED
99 SEP 29 PM 2:03
TALLAHASSEE, FLORIDA

- Profit Articles
- NonProfit
- Foreign
- LLC
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other UCC Filing
- Change of R.A.
- Eic. Name
- CUS
- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9/29

Please Return Extra Copies
File Stamped To:

Jeffrey Butterfield

RECEIVED
99 SEP 29 PM 2:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

gfc 9/29

ARTICLES OF INCORPORATION

OF

Kimco Regency Plaza 207, Inc.

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: Kimco Regency Plaza 207, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 3333 New Hyde Park Road, New Hyde Park, New York 11042-0020

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:

Milton Cooper	6 Red Ground Road, Old Westbury, NY 11568
Martin S. Kimmel	33 E. 70th Street, New York, New York 1002
Michael J. Flynn	215 Old Church Road, Greenwich, Ct 06830

SIXTH: The name and address of each incorporator is:

Barbara A. Dawson	111 Eighth Avenue, 13th Fl., New York, New York 10011
Sindy Kelsick	111 Eighth Avenue, 13th Fl., New York, New York 10011

SEVENTH: Any other provision required or permitted by law is: See Exhibit A


Signature of Incorporator
Barbara A. Dawson

Date: September 28, 1999

FILED
99 SEP 29 PM 2:03
TALLAHASSEE, FLORIDA

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

By *Jennifer L. Mongia*
Special Asst. Secretary
JENNIFER L. MONGIA

Date 9.28.99

FILED
99 SEP 29 PM 2:03
CLERK OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

10. "The nature of the business and of the purposes to be conducted and promoted by the corporation is to hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with certain parcels of real property, together with all improvements located thereon, in the City of Jacksonville, State of Florida (collectively, the "Property"). The corporation shall exercise all powers enumerated in the Business Corporation Law of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein."
11. "The corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of CBRE Investors, Inc. or its successors or assigns (the "First Mortgage") exists on any portion of the Property, the corporation shall not and shall not incur, assume or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property and the Corporation remains owner of the Property, the corporation shall not 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."
12. "Any indemnification of the corporation's directors and officers shall be fully subordinated to any obligations respecting the partnership or the Property (including, without limitations, the First Mortgage) and such indemnification shall not constitute a claim against the corporation in the event

that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations."

13. "For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in the certificate 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 of its parent and any affiliate 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 its parent and any affiliate.

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 assets with those of its parent and any affiliate.

F. It shall conduct its own business in its own name.

G. It shall maintain financial statements separate from its parent and any affiliate.

H. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

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 entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations of others.

K. It shall use stationary, invoices and checks separate from its parent and any affiliate.

L. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

M. It shall hold itself out as an entity separate from its parent and any affiliate."

For purpose of This Article (13), the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

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