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KATHY CONE

Requestor's Name

Ausley & McMullen
227 South Calhoun Street

Address

Tallahassee, FL 32301

425-5306

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. University Club Management of
Gainesville, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☐ Pick up time

☒ Certified Copy of Articles

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****78.75 *****78.75

Call
when
ready

Examiner's Initials

ajc

10/11

**ARTICLES OF INCORPORATION OF
UNIVERSITY CLUB MANAGEMENT OF GAINESVILLE, INC.**

The undersigned hereby files these Articles of Incorporation of University Club Management of Gainesville, Inc., a corporation under the laws of the State of Florida.

**ARTICLE I
Name and Principal Office**

The name of this Corporation shall be **UNIVERSITY CLUB MANAGEMENT OF GAINESVILLE, INC.** The principal place of business and mailing address of this Corporation shall be 1713 Mahan Drive, Suite C, Tallahassee, Florida 32308.

**ARTICLE II
Purpose and Nature of Business**

The sole purpose for which the Corporation is formed is to act as the Managing Member of University Club Apartments of Gainesville, L.L.C., a Florida Limited Liability Company (the "Company"), and to engage in any activity and to exercise any powers permitted to corporations under the laws of the State of Florida that are incident, necessary, and appropriate to accomplish the foregoing purpose.

**ARTICLE III
Stock**

The authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value.

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99 OCT -8 AM 8:30
TALLAHASSEE, FLORIDA

ARTICLE IV **Powers**

Notwithstanding any other provision of these Articles of Incorporation and any provision of law that so empowers the Corporation, as long as the Mortgage and Security Agreement (the "Mortgage"), that the Company intends to execute and deliver to GMAC Commercial Mortgage Corporation (the "Lender"), which Mortgage shall encumber the Company's property in Alachua County, Florida, located at 2900 SW 23rd Terrace, Gainesville, Florida 32608, and commonly known as University Club Apartments of Gainesville (the "Project"), remains outstanding, the Corporation shall not, without the Lender's prior written consent, do any of the following:

- (i) engage in any business or activity other than the business described in Article II hereof and activities incidental thereto;
- (ii) acquire or own any substantial assets other than an ownership interest in the Project;
- (iii) merge into or consolidate with any person or entity;
- (iv) dissolve, terminate, or liquidate in whole or in part;
- (v) transfer, sell or otherwise dispose of all or substantially all of its assets;
- (vi) change its legal structure;
- (vii) fail to preserve its existence as an entity duly organized, validly existing, and in good standing under the laws of the State of Florida;
- (viii) amend or modify these Articles of Incorporation or, in its capacity as Managing Member of University Club Apartments of Gainesville, L.L.C., consent to the amending of the LLC's Articles of Organization or Regulations.

(ix) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than trade payables and usual and customary expenses incurred in the ordinary course of its business of serving as the Company's Managing Member;

(x) file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any laws or statutes relating to insolvency, bankruptcy, liquidation, or reorganization, or, make an assignment for the benefit of creditors; or

(xi) withdraw or resign as the Company's Managing Member.

ARTICLE V Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

THOMAS C. PROCTOR, SR.
1713 Mahan Drive, Suite C
Tallahassee, Florida 32308

ARTICLE VI Term of Corporate Existence

This Corporation shall exist perpetually or until it is dissolved according to the provisions of Florida law.

ARTICLE VII Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1713 Mahan Drive, Suite C, Tallahassee, Florida 32308. The name of the initial Registered Agent of the Corporation at the above address shall be **THOMAS C. PROCTOR, JR.** The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII Separateness Covenants

So long as the Mortgage from the Company to the Lender remains outstanding, the Corporation agrees that it will:

(i) maintain its books, records and accounts separate from any other person or entity;

(ii) not co-mingle its assets with the assets of any other person or entity and shall maintain an arms-length relationship with its affiliates;

(iii) conduct its own business in its own name;

(iv) maintain separate financial statements;

(v) pay its own liabilities out of its own funds;

(vi) observe all corporate formalities including, but not limited to, maintaining minutes and other usual and customary corporate records;

(vii) pay the salaries of its own employees and maintain a sufficient number of employees to transact its business operations;

(viii) not guarantee or become obligated for the debts of any other person or entity nor hold out its credit as being available to satisfy the obligations of others;

(ix) not acquire obligations or securities of its shareholders;

(x) allocate fairly and reasonably any overhead for shared office space;

(xi) use separate stationery, invoices and checks for its own business;

(xii) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;

(xiii) hold itself out as a separate entity and, if necessary correct any known misunderstanding regarding its separate entity; and

(xiv) maintain adequate capital in light of its contemplated business operation.

ARTICLE IX

Initial Board of Directors

The Corporation shall have at least one (1) and no more than three (3) directors. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the shareholders, and thereafter until any successors are elected, are as follows:

<u>Name</u>	<u>Address</u>
Thomas C. Proctor, Sr.	1713 Mahan Drive, Suite C Tallahassee, Florida 32308
Thomas C. Proctor, Jr.	1121 Pine Street Tallahassee, Florida 32303

The directors shall consider the interest of the Corporation's creditors.

ARTICLE X

Officers

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

<u>Name/Office</u>	<u>Address</u>
Thomas C. Proctor, Sr. President/Secretary/Treasurer	1713 Mahan Drive, Suite C Tallahassee, Florida 32308
Thomas C. Proctor, Jr. Vice-President/ Assistant Secretary	1121 Pine Street Tallahassee, Florida 32303

ARTICLE XI
Amendment

For as long as the Mortgage is outstanding, these Articles of Incorporation shall not be amended unless such amendment(s) has been unanimously approved by the Corporation's Board of Directors and unless such amendment(s) has been approved by the Lender.

ARTICLE XII
Indemnification

The Corporation may indemnify any director or officer made a party or threatened to be made a party to any pending or completed action, suit or proceeding:

(i) whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor). brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of the Corporation;

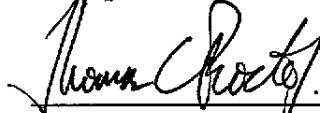
(ii) against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful.

The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify its officers, directors, agents and employees under any applicable law.

IN WITNESS WHEREOF, the undersigned, have duly adopted and executed these
Articles of Incorporation on this the 8th day of October, 1999.



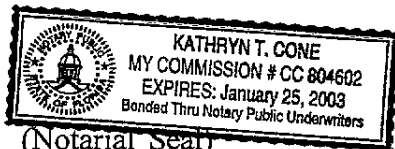
THOMAS C. PROCTOR, SR.
Incorporator/Director



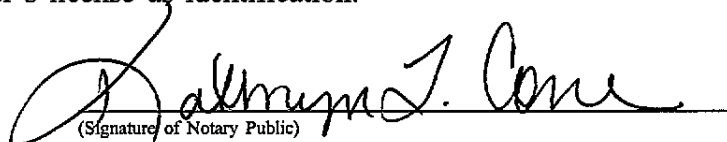
THOMAS C. PROCTOR, JR.
Director

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 8th day of October, 1999,
by **THOMAS C. PROCTOR, SR.** Such person: (X) is personally known to me;
() produced a current Florida driver's license as identification.



(Notarial Seal)


(Signature of Notary Public)

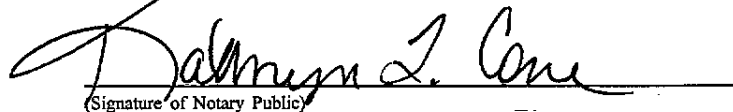
(Typed or Printed Name of Notary Public)

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 8th day of October, 1999,
by **THOMAS C. PROCTOR, JR.** Such person: (X) is personally known to me;
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(Notarial Seal)


(Signature of Notary Public)


(Typed or Printed Name of Notary Public)

MJP\UNIVCLUB\GAINESVILLE\MGMT-CO\articles.inc.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE
OF
UNIVERSITY CLUB MANAGEMENT OF GAINESVILLE, INC.**

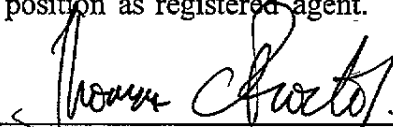
In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

UNIVERSITY CLUB MANAGEMENT OF GAINESVILLE, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 1713 Mahan Drive, Suite C, Tallahassee, Florida 32308 as its initial Registered Office and has named THOMAS C. PROCTOR, JR., located at said address, as its initial Registered Agent.


THOMAS C. PROCTOR, SR.
President

Date: Oct. 8, 1999

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


THOMAS C. PROCTOR, JR.
Registered Agent

Date: 10/8/99

FILED
99 OCT -8 AM 8:30
TALLAHASSEE, FLORIDA