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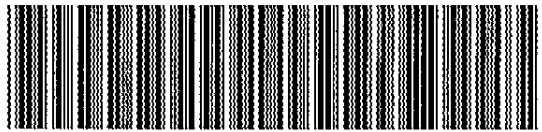
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BARITZ & COLMAN LLP

ATTORNEYS AT LAW

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150 East Palmetto Park Road
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Boca Raton, Florida 33432
(561) 750-0910
Facsimile: (561) 750-5045

July 23, 2003

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Royal Palm Storage, Inc./Royal Palm Storage Limited Partnership

Dear Sir/Madam:

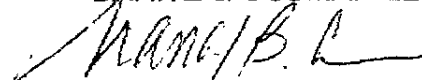
In connection with the two above-referenced matters, enclosed herewith is an **original** Amended and Restated Articles of Incorporation of Royal Palm Storage, Inc. as well an **original** Amended Certificate of Limited Partnership of Royal Palm Storage Limited Partnership, to be filed with your office. **Also enclosed is a check in the amount of \$87.50** to cover the following filing fees: \$35.00 for the Amended Articles and \$52.50 for the Amended Certificate of Limited Partnership.

Please file the originals, stamp the enclosed copies as filed and return the stamped copies to our office in the postage pre-paid envelope enclosed.

If you have any questions, please call me at your convenience.

Sincerely,

BARITZ & COLMAN LLP


Nancy B. Colman

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ROYAL PALM STORAGE, INC.**

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TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation shall replace in its entirety, the original Articles of Incorporation for the above entity filed with the Secretary of State of Florida on October 25, 1999. These Amended and Restated Articles of Incorporation have been duly approved and ratified by a unanimous vote of all shareholders and the Board of the Directors of the Corporation. The date of adoption is July 18, 2003.

ARTICLE I

Name

The name of the corporation is Royal Palm Storage, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of the corporation is Royal Palm Storage, Inc. 751 Park of Commerce Drive, Suite 128, Boca Raton, Florida 33487.

ARTICLE III

Purpose

The purpose for which the corporation is organized is limited to (i) owning, holding, selling, leasing, transferring, exchanging, operating and managing the real property located at 10719 Southern Boulevard, Royal Palm Beach, Florida 33411 (the "Property"); (ii) entering into necessary and appropriate loan documents with Bank of America, N.A. or its successors or assigns (the "Loan"), (iii) refinancing the Property in connection with a permitted repayment of the Loan, and (iv) transacting any and all lawful business for which an entity may be organized under the laws of the State of Florida that is incident, necessary and appropriate to accomplish the foregoing.

ARTICLE IV

SINGLE PURPOSE ENTITY/SEPARATENESS PROVISIONS

Notwithstanding anything contained in the Bylaws of the corporation or this Agreement to the contrary, the following provisions shall govern:

Bank of America, N.A. ("Lender") is making a loan to Royal Palm Storage Limited Partnership (the "Limited Partnership") in the amount of \$6,500,000.00 (the "Loan"). The corporation is the general partner of the Limited Partnership. Until the Loan to Lender is paid in full, the corporation has not and will not:

(i) engage in any business or activity other than the ownership, operation and maintenance of the Property, and activities incidental thereto;

(ii) acquire or own any assets other than (A) the Property, and (B) such incidental personal property as may be necessary for the operation of the Property;

(iii) merge into or consolidate with any Person, or dissolve, terminate, liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure;

(iv) fail to observe all organizational formalities, or fail to preserve its existence as an entity duly organized, validly existing and in good standing under the laws of the State of Florida, or amend, modify, terminate or fail to comply with the provisions of its organizational documents;

(v) own any subsidiary, or make any investment in, any Person;

(vi) commingle its assets with the assets of any other Person;

(vii) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than (A) the Debt, (B) trade and operational indebtedness incurred in the ordinary course of business with trade creditors, provided such indebtedness is (1) unsecured, (2) not evidenced by a note, (3) on commercially reasonable terms and conditions, and (4) due not more than sixty (60) days past the date incurred and paid on or prior to such date, and/or (C) financing leases and purchase money indebtedness incurred in the ordinary course of business relating to Personal Property on commercially reasonable terms and conditions; provided however, the aggregate amount of the indebtedness described in (B) and (C) shall not exceed at any time three percent (3%) of the initial principal amount of the Note;

(viii) fail to maintain its records, books of account, bank accounts, financial statements, accounting records and other entity documents separate and apart from those of any other Person; except that the corporation's financial position, assets, liabilities, net worth and operating results may be included in the consolidated financial statements of an Affiliate, provided that such consolidated financial statements contain a footnote indicating that the corporation is a separate legal entity and that it maintains separate books and records;

(ix) enter into any contract or agreement with any general partner, member, shareholder, principal, guarantor of the obligations of the Partnership, or any Affiliate of the foregoing, except upon terms and conditions that are intrinsically fair, commercially reasonable and substantially similar to those that would be available on an arm's-length basis with unaffiliated third parties;

(x) maintain its assets in such a manner that it will be costly or difficult to segregate, ascertain or identify its individual assets from those of any other Person;

(xi) assume or guaranty the debts of any other Person, hold itself out to be responsible for the debts of any other Person, or otherwise pledge its assets for the benefit of any other Person or hold out its credit as being available to satisfy the obligations of any other Person;

(xii) make any loans or advances to any Person;

(xiii) fail to file its own tax returns or files a consolidated federal income tax return with any Person (unless prohibited or required, as the case may be, by applicable Legal Requirements);

(xiv) fail either to hold itself out to the public as a legal entity separate and distinct from any other Person or to conduct its business solely in its own name or fail to correct any known misunderstanding regarding its separate identity;

(xv) fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations (this provision is not intended to create an obligation on the part of the shareholders of the corporation to make loans, equity infusions or capital contributions to the corporation);

(xvi) without the unanimous written consent of all of its shareholders, (a) file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any Creditors Rights Laws, (b) seek or consent to the appointment of a receiver, liquidator or any similar official, (c) take any action that might cause such entity to become insolvent, or (d) make an assignment for the benefit of creditors;

(xvii) fail to allocate shared expenses (including, without limitation, shared office space and services performed by an employee of an Affiliate) among the Persons sharing such expenses and to use separate stationery, invoices and checks;

(xviii) fail to remain solvent or pay its own liabilities (including, without limitation, salaries of its own employees) only from its own funds (this provision is not intended to create an obligation on the part of the shareholders of the corporation to make loans, equity infusions or capital contributions to the corporation);

(xix) acquire obligations or securities of its shareholders or other affiliates;

(xx) violate or cause to be violated the assumptions made with respect to the corporation and its principals in any opinion letter pertaining to substantive consolidation delivered to Lender in connection with the Loan; or

(xxi) fail to maintain a sufficient number of employees in light of its contemplated business operations.

All capitalized terms contained in this paragraph shall have the meanings ascribed to them in the Loan Agreement executed by the Partnership and Lender."

ARTICLE V **Capital Stock**

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares, consisting of one class only, designated as "Common Stock" having a par value of One Dollar (\$1.00) per share.

ARTICLE VI **DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.


ARTICLE VII **Right to Purchase Own Shares**

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix and upon such terms, conditions and restrictions otherwise set forth in the Bylaws.

ARTICLE VIII **Registered Office and Agent**

The address of the registered office of the corporation is 150 East Palmetto Park Road, Suite 750, Boca Raton, Florida 33432 and the name of the registered agent at such address is Baritz & Colman, LLP. Attention: Nancy B. Colman, Esquire.

Dated this 10th day of July, 2003


Martin Pechter, President of Royal Palm
Storage, Inc.