

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8700 • (850) 222-1222 • Fax (850) 222-1222

**P99000101272**

**Strong/Eagle Rock II, Inc**

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-11/18/99--01042--025

\*\*\*\*\*87.50 \*\*\*\*\*87.50

**File First**

Signature \_\_\_\_\_

Requested by: **CS**

Name \_\_\_\_\_

**11/18**

Date

**10:50**

Time

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

☒ Photo Copy \_\_\_\_\_

☒ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

**RECEIVED**

99 NOV 18 AM 11:49

**FILED**

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**CS**  
**11-18-99**  
**8**

**ARTICLES OF INCORPORATION**  
**of**  
**STRONG/EAGLE ROCK II, INC.**

**FILED**  
99 NOV 18 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**KNOW ALL MEN BY THESE PRESENTS:** That the undersigned (s) has/have associated himself/herself/themselves together and does (do) hereby certify that he/she/they / associate(s) himself/herself/themselves together for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

**ARTICLE ONE**

The name of this corporation shall be **STRONG/EAGLE ROCK II, INC.**

**ARTICLE TWO**

The nature of the business and of the purposes to be conducted and promoted by the corporation is to engage solely in the activity of acting as a general partner of a limited partnership whose purpose is to acquire from **EAGLE ROCK PARTNERS II, LTD., A FLORIDA LIMITED PARTNERSHIP** (the "Partnership") certain parcels of real property, together with all improvements located thereon, in the City of **Jacksonville**, State of **Florida** (the "Property") and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property. The corporation shall exercise all powers enumerated in the General Corporation Law of **Florida** necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

The corporation shall only incur or cause the partnership to only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of First Union National Bank, or its successors or assigns (the "First Mortgage") exists on any portion of the Property, the corporation shall not and shall not cause the partnership to incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property and the partnership remains owner of the Property, the corporation: (i) shall not and shall not cause the partnership to dissolve or liquidate, (ii) shall not and shall not cause the partnership to consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity, (iii) shall not voluntarily commence a case with respect to itself or cause the partnership to 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, and (iv) shall not materially amend the certificate of incorporation or By-Laws of the corporation or the partnership agreement of the partnership without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

Any indemnification of the corporation's directors and officers shall be fully subordinated to any obligations respecting the partnership or the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the corporation or the partnership in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

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:

1. 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.
2. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.
3. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.
4. It shall observe all corporate formalities.
5. It shall not commingle assets with those of its parent and any affiliate.
6. It shall conduct its own business in its own name.
7. It shall maintain financial statements separate from its parent and any affiliate.
8. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
9. It shall maintain an arm's length relationship with its parent and any affiliate.
10. 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.
11. It shall use stationery, invoices and checks separate from its parent and any affiliate.

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

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

For purpose of this Article **TWO**, 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.

### **ARTICLE THREE**

The maximum number of shares of stock which may be issued by this corporation is **100,000 shares of common stock having no par value.**

### **ARTICLE FOUR**

The holders of common stock shall be entitled to preemptive rights.

### **ARTICLE FIVE**

Corporate existence shall begin at the time of subscription and acknowledgment of these Articles of Incorporation, provided, however, that these Articles are filed with the Department of State within five days thereof, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall begin from the date of such filing with the

Department of State. The corporation shall have perpetual existence thereafter unless sooner dissolved according to law.

#### **ARTICLE SIX**

The street address of the initial principal office of this corporation shall be **1201 South Orlando Avenue, Suite 360, Winter Park, Florida 32789**, and, if different, the mailing address of this corporation is: (same).

#### **ARTICLE SEVEN**

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than **one (1)** member, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected or appointed by the Stockholders, but it shall not be necessary that such Directors be stockholders of the corporation.

#### **ARTICLE EIGHT**

The names and street addresses of the first Board of Directors of this corporation who shall hold office until their successors are elected and qualified shall be:

**NAME: DAVID C. STRONG**

**STREET ADDRESS: 1201 South Orlando Avenue, Suite 360, Winter Park, Florida 32789**

#### **ARTICLE NINE**

The name and street address of the **subscriber** of these Articles of Incorporation is follows:

**NAME: DAVID C. STRONG**

**STREET ADDRESS: 1201 South Orlando Avenue, Suite 360, Winter Park, Florida 32789**

#### **ARTICLE TEN**

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and

any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws.

## ARTICLE ELEVEN

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.
2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statute or restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.
3. The number of Directors of this corporation shall be fixed from time to time by the by-laws, subject to any limitation imposed by the Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.
4. The corporation in its by-laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.
5. It shall not be necessary for any officer of the corporation, other than the President, to be a Director, or for any officer to be a stockholder.
6. The annual meeting of the stockholders shall be held on such day as may be fixed by the by-laws of the corporation, and the date of such meeting may be changed from time to time as the by-laws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the by-laws.
7. The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation, except that any amendment to Articles III and IV shall require a majority approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

## ARTICLE TWELVE

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or Director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

## ARTICLE THIRTEEN

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stock-holders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

## ARTICLE FOURTEEN

**Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Designation of Registered Office and Registered Agent.**

In Pursuance of Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **STRONG/EAGLE ROCK II, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in Article VI, has named **DAVID C. STRONG** as its agent to accept service of process within this state.

SECOND: The registered agent of this corporation shall be **DAVID C. STRONG** who shall maintain the registered office at **1201 South Orlando Avenue, Suite 360, Winter Park, Florida 32789.**

THIRD: Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: \_\_\_\_\_

**DAVID C. STRONG**  
Registered Agent

**THE UNDERSIGNED**, being the original subscriber(s) to the capital stock hereinbefore named, for the purposes of forming a corporation to do business within the State of Florida, makes, subscribes, acknowledges and files these Articles of Incorporation hereby declaring and certifying that the facts therein stated are true, and accordingly, has hereunto set his, her or their names and seals this the 17<sup>th</sup> day of November 1999.

\_\_\_\_\_  
**DAVID C. STRONG**

[SEAL]

**FILED**  
NOV 18 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA  
COUNTY OF ORANGE**

I **HEREBY CERTIFY** that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **DAVID C. STRONG** personally known to me or who presented \_\_\_\_\_ as identification to be the person described in and who executed the foregoing Articles of Incorporation as subscriber to those Articles of Incorporation and who did take an oath.

**WITNESS** my hand and official seal in the County and State named above, this the 17<sup>th</sup> day of November 1999.



Suzanne M. Wolff  
MY COMMISSION # CC816614 EXPIRES  
March 11, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

\_\_\_\_\_  
Notary Public