

P99000102150

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500003038005--4
-11/08/99--01088--020
*****78.50 *****78.50

SUBJECT: EXROIDINAIRE, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: TIM ADAMS
Name (Printed or typed)

5530 Pendleton Drive
Address

ORLANDO, FL. 32839
City, State & Zip

(407) 595-0859

Daytime Telephone number

FILED
99 NOV 22 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-25892

NOTE: Please provide the original and one copy of the articles.

R. VARNADORE NOV 23 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 9, 1999

TIM ADAMS
5530 PENDLETON DRIVE
ORLANDO, FL 32839

SUBJECT: EXTROIDINAIRE, INC.
Ref. Number: W99000025892

We have received your document for EXTROIDINAIRE, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The name of the entity must be identical throughout the document.

Please clarify which address is the principal address.,

Please return the original and one copy of 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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 299A00054199

**ARTICLES OF INCORPORATION OF
EXTROIDINAIRE , Inc.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the incorporator of EXTROIDINAIRE, Inc. states that the following Articles of Incorporation were approved and adopted by the incorporator on October 29, 1999.

1. The name of the Corporation is EXTROIDINAIRE, Inc. and
2. The PRINCIPAL ADDRESS is : 5530 Pendleton Drive, Orlando, Florida 32839.
3. The principal Office of the corporation shall be: 5530 Pendleton Drive

P. O. Box 1172 Orlando, Florida 32802

4. Article III entitled "Purpose" is in its entirety as follows:

"The purpose of the Corporation shall be limited to owning (outright or through ownership of a beneficial interest in Land and Land Trusts) , operating, managing and leasing the property in Orange County, Florida and activities incidental thereto. The Corporation shall be allowed to incur indebtedness (the Indebtedness") favor of its owners, and its successors and assigns with respect to the Indebtedness ("Lender") and trade payables incurred in the ordinary course of business."

5. Shares : The number of shares that this coporation is authorized to have outstanding at any one time is one thousand shares. These shares shall have a par value of one dollar per share initially

6. "Internal Affairs" :

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

1. A unanimous vote of the Board of Directors is required to take any of the following actions:

- (a) causing the Corporation to become insolvent:

commencing any case, proceeding or other action on behalf of the Corporation under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;

- (b) instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent;

- (c) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation;
 - (d) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of the properties of the Corporation;
 - (e) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of the properties of the Corporation;
 - (f) making any assignment for the benefit of the Corporation's creditors; or
 - (g) taking any action or causing the Corporation to take any action in furtherance of any of the foregoing;
7. The Corporation shall be allowed to:
- (a) amend the Certificate of Incorporation;
 - (b) engage in any business activity including those set forth in Article III;
 - (c) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets; or
 - (d) transfer its interest or a portion thereof in the Property Owner, except as expressly permitted under the loan documents executed in connection with the Indebtedness.
8. The Corporation shall determine its liability prior to taking actions that cause it to ;
- (a) Commingle its assets with those of any other entity and hold its assets in its own name;
 - (b) conduct its own business in its own name;
 - (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
 - (d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
 - (e) pay its own liabilities out of its own funds;
 - (f) maintain adequate capital in light of contemplated business operations;
 - (g) observe all corporate or other organization 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 out its credit as being available to satisfy the obligations of others;
- (k) not acquire obligations or securities of affiliates of shareholders
- (l) EXTROIDINAIRE , Inc. may make loans to any other person or entity;
- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices and checks;
- (o) EXTROIDINAIRE, Inc. may pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any know misunderstanding regarding its separate identity; and
- (q) EXTROIDINAIRE , Inc. may identify itself or any of its affiliates as a division or part of the other.

9. The Board of Directors is to consider the interests of the Corporations's creditors in connection with all corporate actions."

10. "Indemnification" :

"Any and all Corporation obligations to indemnify its directs and officers shall determine when to make a claim against the Corporation, as long as any Loans are outstanding."

11. These Articles of Incorporation of EXTROIDINAIRE, Inc. are being adopted by the incorporator whose name appears below, in his capacity as Incorporator of the captioned Corporation pursuant to Florida Statute 607.1005. The Corporation has not issued any shares at this time, and the incorporator, serving as the Incorporator is approving the Articles of Incorporation.

12. Initial Registered agent: The name and street Address of the initial registered agent is : Tim Adams 1800 Lucerne Terrace, Orlando, Orange County, Florida 32802

12. Incorporator: the name and Address of the incorporator to these articles of incorporation is:

13. Tim Adams 1800 Lucerne Terrace, Orlando, Orange County, Florida 32802

Dated at Orlando, Orange County, Florida, As amended; on November 12, 1999

EXTROIDINAIRE , Inc.

S./

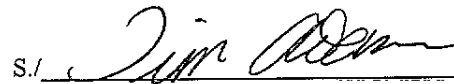


Tim Adams 1800 Lucerne Terrace
Orlando, Florida 32802

As amended; on November 12, 1999

Having Been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

S./



Resident Agent : Tim Adams 1800 Lucerne Terrace
Orlando, Florida 32802

(407) 595-0859

October 29 th , 1999, And amended; on November 12, 1999
