

V16137

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BASIC AMENDMENT

CONAP CORPORATION

Certificate of Status	0
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Amended & Restated

Articles

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 28, 2001

CONAP CORPORATION  
PO BOX 342  
REINHOLDS, PA 17569-0342

SUBJECT: CONAP CORPORATION  
REF: V16137

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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Darlene Connell  
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CONAP CORPORATION

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DIVISION OF CORPORATIONS  
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The Articles of Incorporation of Conap Corporation, a Florida corporation, are hereby amended and restated in full.

FIRST: The name of the Corporation is "Conap Corporation".

SECOND: The address of the Corporation's registered office in the State of Florida is 8027 Pebble Creek Lane West, Ponte Vedra Beach, Florida 32082. The name of its registered agent at such address is Cathy L. Sacks.

THIRD: The purpose of the Corporation shall be limited to owning, operating, managing and leasing the property more particularly described on Exhibit "A" attached hereto and activities incidental thereto. For so long as any obligations under that certain \$7,600,000 mortgage loan (the "Indebtedness") from Lehman Brothers Bank, FSB (and any successors and assigns thereto) is outstanding, the Corporation shall not incur any additional indebtedness of any kind except for trade payables incurred in the ordinary course of business.

FOURTH: The total number of shares which the Corporation shall have authority to issue is one hundred (100) shares of Common Stock, par value \$1.00 per share.

FIFTH: The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding stock at such price and upon such terms as may be agreed between the Corporation and the selling stockholder or stockholders.

SIXTH: the name and mailing address of the Corporation is as follows:

<u>Name</u>	<u>Mailing Address</u>
Conap Corporation	P.O. Box 342 Reinholds, Pennsylvania 17569

SEVENTH: The Board of Directors is expressly authorized to adopt, amend, or repeal the By-Laws of the Corporation upon the conditions set forth in the By-Laws.

EIGHTH: The number of directors of the Corporation will not be less than two (2) nor more than seven (7). The exact number of directors is to be fixed by the Bylaws. The name of the persons who are to serve as directors until their respective successors are elected and qualified are:

<u>Name</u>	<u>Mailing Address</u>
Robert W. Sacks	P.O. Box 2674 Ponte Vedra Beach, FL 32004

James L. Purcell, Jr.  
Stoneburner Berry & Simmons, P.A.  
One Independent Drive, Suite 2000  
Jacksonville, FL 32202  
(904)354-8888  
FL Bar # 0090034

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Cathy Sacks

P.O. Box 2674  
Ponte Vedra Beach, FL 32004

Robert A. Nass

P.O. Box 342  
Reinholds, PA 17569

NINTH: Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall otherwise provide.

TENTH: To the fullest extent permitted under the laws of the State of Florida, an officer or director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director of the Corporation derived an improper personal benefit. Any repeal or modification of this Article TENC by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ELEVENTH: 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) cause the Corporation to become insolvent;
- (b) commence 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;
- (c) institute proceedings to have the Corporation adjudicated as bankrupt or insolvent;
- (d) consent to the institution of bankruptcy or insolvency proceedings against the Corporation;
- (e) file a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy;
- (f) seek or consent 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;
- (g) make any assignment for the benefit of the Corporation's creditors; or
- (h) take any action or causing the Corporation to take any action in furtherance of any of the foregoing.

2. For so long as the Indebtedness is outstanding, the Corporation shall not:

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- (a) amend Articles THIRD or ELEVENTH of the Articles of Incorporation;
- (b) engage in any business activity other than as set forth in Article THIRD; or
- (c) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets.

3. The Corporation shall:

- (a) not 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 organizational 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 or shareholders;
- (l) not 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) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

TWELFTH: Meetings of the stockholders of the Corporation shall be held at such place, within or without the State of Florida, as may be designated by or in the manner provided in the Bylaws or, if not so designated, at the registered office of the Corporation in the State of Florida. To the extent permitted

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by applicable law, the books of the Corporation may be kept outside of the State of Florida at such place or places as may be designated by the Board of Directors of the Corporation or the Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand this 27<sup>th</sup> day of August, 2001, and I affirm that the foregoing certificate is my act and deed and that the facts stated therein are true.

  
Robert W. Sacks  
Sole Incorporator/Vice President

These Amended and Restated Articles of Incorporation of Conap Corporation were adopted and approved by the shareholders of Conap Corporation on August 23, 2001, to be effective immediately upon filing. The number of votes cast for the adoption of these Amended and Restated Articles of Incorporation of Conap Corporation was sufficient for the approval hereof.

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## EXHIBIT "A"

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That certain piece, parcel or tract of land situate, lying and being in the City of Jacksonville, County of Duval, State of Florida, and being more particularly described as follows:

A portion of Lots 4 and 5, Subdivision of the John Broward Grant, Section 50, Township 1 South, Range 26 East, Duval County, Florida, according to plat thereof recorded in the former public records of said county in Plat Book 1, pages 7 and 8, said portion being more particularly described as follows:

For Point of Reference, begin at the intersection of the northwesterly line of Lot 3, said subdivision of the John Broward Grant, with the easterly right-of-way line of Harts Road (a 100 foot right-of-way as now established) and run South 08 degrees 51 minutes 40 seconds East along said easterly right-of-way line of Harts Road, 1,922.84 feet to an angle point in said right-of-way line; run thence South 09 degrees 05 minutes 40 seconds East, continuing along said easterly right-of-way line of Harts Road, 1,179.86 feet to a Point of Curvature in said right-of-way line; thence along and around a curve to the right, said curve concave westerly and having a radius of 1195.92 feet, an arc length of 778.18 feet, said arc subtended by a chord bearing and distance of South 09 degrees 28 minutes 55 seconds West, 782.62 feet to the Point of Tangency of said curve; run thence South 28 degrees 05 minutes 30 seconds West continuing along said right-of-way line, 1,211.29 feet to an iron pipe for the POINT OF BEGINNING;

From the Point of Beginning thus described, run South 28 degrees 05 minutes 30 seconds West, along said easterly right-of-way line of Harts Road, 390.00 feet to a Point of Curvature in said right-of-way line; run thence in a southerly direction along the arc of a curve in said easterly right-of-way line of Harts Road said curve concave to the northeast and having a radius of 1,095.92 feet, an arc length of 206.12 feet, said arc subtended by a chord bearing and distance of South 22 degrees 42 minutes 13 seconds West 205.81 feet; run thence South 78 degrees 46 minutes 40 seconds East 150.00 feet to a point; run thence South 13 degrees 23 minutes 40 seconds West, 150.00 feet to a point; run thence North 78 degrees 46 minutes 40 seconds West 150.00 feet to a point on the aforementioned easterly right-of-way line of Harts Road; run thence in a southerly direction along the arc of a curve in said easterly right-of-way line of Harts Road, said curve being the same curve as aforementioned, an arc length of 84 feet, more or less, to the mean high water line of Cedar Creek, said arc subtended by a chord bearing and distance of South 07 degrees 16 minutes 17 seconds West, 84 feet more or less; run thence generally in an easterly direction along the meanders of the mean high water line of Cedar Creek, a distance of 1,850 feet, more or less, to the intersection of said mean high water line with the westerly right-of-way line of Interstate Highway No. 95; run thence in a northerly direction along the arc of a curve in said westerly right-of-way line of Interstate Highway No. 95, said curve being concave to the east and having a radius of 11,474.16 feet (deed), (11,609.16 feet actual), an arc distance of 60 feet more or less to a found 5/8 inch rebar stamped "F.D.O.T." on said right-of-way line; thence continue along and around said curve and right-of-way line, through a central angle of 4 degrees 05 minutes 57 seconds, an arc length of 830.57 feet, said arc subtended by a chord bearing and distance of North 10 degrees 50 minutes 13 seconds East, 830.39 feet to the intersection of said westerly right-of-way line with a line bearing South 61 degrees 54 minutes 30 seconds East from the Point of Beginning aforementioned; run thence North 61 degrees 54 minutes 30 seconds West, a distance of 1,286.75 feet to the POINT OF BEGINNING.

EXCEPTING from the above described lands, a one-acre cemetery near the marshes of Cedar Creek and being further described as follows: For Point of Reference commence at the Point of Beginning described above and run South 28 degrees 05 minutes 30 seconds West along the easterly right-of-way line of said Harts Road, 390.00 feet to a point; run thence South 43 degrees 14 minutes 15 seconds East, 589.31 feet to a nail and cap on the center of an old wood bridge at the north end of said bridge; run thence South 45 degrees 22 minutes 20 seconds East 440.67 feet to an iron pipe and the POINT OF BEGINNING;

From the Point of Beginning thus described, run South 79 degrees 03 minutes 10 seconds East, 210 feet to an iron pipe; run thence North 10 degrees 56 minutes 50 seconds West, 210 feet to an iron pipe; run thence North 79 degrees 03 minutes 10 seconds West, 210 feet to an iron pipe; run thence South 10 degrees 56 minutes 50 seconds East, 210 feet to the POINT OF BEGINNING.

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