

P72000041019

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

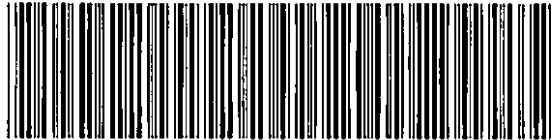
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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TALLAHASSEE, FLORIDA
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**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) - (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP: 5/25 DANNY

XX	CERTIFIED COPY	_____
	PHOTOCOPY	_____
XX	CUS	<u>GS</u>
XX	FILING	<u>INC</u>

1. NORDIC RESOURCE MANGER, INC.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

DEPARTMENT OF STATE
 DIVISION OF CORPORATION
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COVER LETTER

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

SUBJECT: Nordic Resource Manager, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Kevin A. Denti, Esquire
Name (Printed or typed)

2180 Immokalee Road - Suite #316
Address

Naples, Florida 34110
City, State & Zip

239-260-8111
Daytime Telephone number

kdenti@dentilaw.com
E-mail address: (to be used for future annual report notification)

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

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: Nordic Resource Manager, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal <u>street</u> address	Mailing address, if different is:
<u>999 Vanderbilt Beach Road</u>	<u>999 Vanderbilt Beach Road</u>
<u>Suite #701</u>	<u>Suite #701</u>
<u>Naples, Florida 34108</u>	<u>Naples, Florida 34108</u>

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: to engage in all lawful businesses
authorized by Florida law - See attached sheet

ARTICLE IV SHARES

The number of shares of stock is: 1,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: <u>Walter S. Hagenbuckle-President</u>	Name and Title: <u>Walter S. Hagenbuckle-Director</u>
Address <u>999 Vanderbilt Beach Road</u>	Address: <u>999 Vanderbilt Beach Road</u>
<u>Suite #701</u>	<u>Suite #701</u>
<u>Naples, Florida 34108</u>	<u>Naples, Florida 34108</u>
Name and Title: <u>Albert Livingston-Vice President</u>	Name and Title: <u>Albert Livingston - Director</u>
Address <u>999 Vanderbilt Beach Road</u>	Address: <u>999 Vanderbilt Beach Road</u>
<u>Suite #701</u>	<u>Suite #701</u>
<u>Naples, Florida 34108</u>	<u>Naples, Florida 34108</u>
Name and Title: <u>Steven Harper - Secretary</u>	Name and Title: <u>Nicholas Vician - Treasurer</u>
Address <u>999 Vanderbilt Beach Road</u>	Address: <u>999 Vanderbilt Beach Road</u>
<u>Suite #701</u>	<u>Suite #701</u>
<u>Naples, Florida 34108</u>	<u>Naples, Florida 34108</u>

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SECRETARY OF STATE
CORPORATION
TALLAHASSEE, FLORIDA

Name and Title: _____ Name and Title: _____
Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Kevin A. Denti, Esquire
Address: 2180 Immokalee Road-Suite #316
Naples, Florida 34110

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Kevin A. Denti, Esquire
Address: 2180 Immokalee Road-Suite #316
Naples, Florida 34110

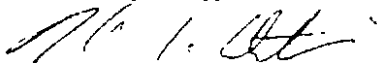
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)


Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Required Signature/Registered Agent

5/25/22
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Required Signature/Incorporator

5/25/22
Date

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CORPORATION
TALLAHASSEE, FLORIDA

ADDITIONAL SHEET

1. The following provisions shall be added to the end of Article III:

Notwithstanding the foregoing, the corporation shall be considered a Special Purpose Entity. For purposes hereof, a "Special Purpose Entity" means a corporation which since the date of its formation and at all times prior to, on and after the date thereof, has not and shall not:

- (i) engage in business other than owning a 100% membership interest in Nordic Resource Center LLC;
- (ii) acquire or own a material asset other than a 100% membership interest in Nordic Resource Center LLC and incidental personal property;
- (iii) commingle its assets with the assets of any other person or entity, or maintain assets in a way difficult to segregate and identify;
- (iv) fail to hold itself out to the public as a legal entity separate from any other;
- (v) fail to conduct business solely in its name;
- (vi) fail to maintain records, accounts or bank accounts separate from any other person or entity;
- (vii) file or consent to a petition pursuant to applicable bankruptcy, insolvency, liquidation or reorganization statutes, or make an assignment for the benefit of creditors without the unanimous consent of its shareholders, partners or members, as applicable;
- (viii) incur indebtedness except for trade payables incurred in the ordinary course of business;
- (ix) dissolve, liquidate, consolidate, merge or sell all or substantially all of its assets; or
- (x) modify, amend or revise its organizational documents without the written consent of Lender.

2. The following provisions shall be added as new Article IX:

- (i) Lender is an intended third-party beneficiary of these Articles of Incorporation; and
- (ii) Until the Loan is paid in full, these Articles of Incorporation shall not be amended without the prior written consent of Lender.

3. The following provisions shall be added as new Article XI:

- (i) "Lender" shall mean **METLIFE COMMERCIAL MORTGAGE ORIGINATOR, LLC**, a Delaware limited liability company, together with its successors and assigns.
- (ii) "Loan" means that certain Loan from Lender to Nordic Resource Center LLC in the maximum principal amount of \$24,371,000.00.

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DIVISION OF CORPORATIONS
AND FINANCIAL SERVICES