

SECURITIES AND EXCHANGE COMMISSION

FORM 8-B12B/A

Registrations of Securities of certain successor issuers [amend]

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FILER

LANDSING PACIFIC FUND INC

CIK: **831300** | IRS No.: **943066597** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **8-B12B/A** | Act: **34** | File No.: **001-09942** | Film No.: **00000000**
SIC: **6798** Real estate investment trusts

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FORM 8-B/A

AMENDMENT NO. 1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

REGISTRATION OF SECURITIES OF CERTAIN SUCCESSOR ISSUERS

Filed Pursuant to Section 12(b) or (g) of The Securities Exchange Act of 1934

Landsing Pacific Fund, Inc.
(Exact name of registrant as specified in its charter)

Maryland
(State or other Jurisdiction of
incorporation or organization)

94-3066597
(I.R.S. Employer
Identification No.)

155 Bovet Road, Suite 101, San Mateo, CA

94402

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Common Stock

American Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act

None

Item 1: General Information.

(a) The registrant is a corporation organized on August 24, 1993 under the laws of the State of Maryland.

(b) The registrant's fiscal year ends on December 31.

Item 2. Transaction of Succession.

(a) The registrant's predecessor, Landsing Pacific Fund, a Delaware corporation (the "Delaware Fund"), had securities registered pursuant to Section 12(b) at the time of succession.

(b) On September 30, 1993, the Delaware Fund was merged into the registrant (the "Merger") and each outstanding share of common stock of the Delaware Fund converted into one share of common stock of Landsing Pacific Fund, Inc. (the "Maryland Fund"). The Merger is described under the caption "Approval of a Merger of the Company into Maryland Subsidiary" on page 10 of the definitive proxy statement dated July 9, 1993 sent to Delaware Fund stockholders in connection with the Delaware Fund's Annual Meeting of Stockholders held on August 6, 1993 (the "Proxy Statement"), which is attached hereto as Exhibit 2.1 and is incorporated by reference herein in response to the information required by this Item.

Item 3. Securities to be Registered. As to the Common Stock to be registered, there are 20,000,000 shares presently authorized and 5,953,137 shares presently issued, none of which are held by or for the account of the registrant.

Item 4. Description of Registrant's Securities to be Registered. The information required by this Item is contained in the Proxy Statement under the caption "Comparison of Rights of Stockholders of the Fund and Maryland Fund", and Exhibit D, "Summary", all of which is incorporated by reference herein in response to the information required by this item.

Item 5. Financial Statements and Exhibits. The capital structure and balance sheet of the registrant are substantially the same as those of the Delaware Fund. Therefore, no financial statements are filed as part of this Form 8-B.

Exhibit No.	Description
2.1	Definitive Proxy Statement dated July 9, 1993 for the registrant's Annual Meeting of Stockholders held on August 6, 1993 (the "Proxy Statement").
2.2	Agreement and Plan of Merger, the terms of which are attached hereto as Exhibit A to the Proxy Statement.
3.1	Articles of Incorporation.
3.2	Bylaws. Attached hereto as Exhibit C to the Proxy Statement.
4.1	Rights Agreement dated as of July 26, 1990 between Landsing Pacific Fund and Gemysis, Inc. as Rights Agent. Incorporated by reference to the Delaware Fund's Quarterly Report on Form 10-Q for the quarter ended June 30, 1990.
4.2	Amendment to Rights Agreement dated July 8, 1993 between Landsing Pacific Fund and Registrar and Transfer Company. Incorporated by reference to Exhibit 10.2 to the registrant's Registration Statement on Form S-11 filed with the Commission on December 6, 1993.

- 10.1 Settlement Agreement and Release of Claims, dated October 15, 1992, between Landsing Pacific Fund, Pacific Coast Capital, The Landsing Corporation, and Gary K. Barr (without exhibits). Incorporated by reference to Exhibit 10.2 to the Delaware Fund's Annual Report on Form 10-K for the fiscal year ended December 31, 1992.
- 10.2 Agreement dated June 18, 1993. Incorporated by reference to Exhibit 10.1 to the Delaware Fund's Quarterly Report on Form 10-Q for the quarter ended June 30, 1993.
- 10.3 Landsing Pacific Fund Management Incentive Plan dated May 17, 1993. Incorporated by reference to Exhibit 10.2 to the Delaware Fund's Quarterly Report on Form 10-Q for the quarter ended June 30, 1993.
- 10.4 Employee Stock Incentive Plan. Incorporated by reference to Exhibit 10.6 to Amendment No. 2 to the registrant's Registration Statement on Form S-11 filed with the Commission on December 6, 1993.
- 10.5 1993 Directors Stock Option Plan. Incorporated by reference to Exhibit 10.7 to Amendment No. 2 to the registrant's Registration Statement on Form S-11 filed with the Commission on December 6, 1993.
- 21 List of Subsidiaries. Incorporated by reference to Exhibit 21 to Amendment No. 2 to the registrant's Registration Statement on Form S-11 filed with the Commission on December 6, 1993.

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this application for registration (or registration statement) to be signed on its behalf by the undersigned, thereunto duly authorized.

Landsing Pacific Fund, Inc.

/s/ Dean Banks

Dean Banks, Secretary

Date: January 11, 1994

ARTICLES OF INCORPORATION
OF
LANDSING PACIFIC FUND, INC.

ARTICLE I
INCORPORATOR

The undersigned, James J. Hanks, Jr., whose address is 300 East Lombard Street, Baltimore, Maryland 21202, being at least 18 years of age, does hereby form a corporation under the general laws of the State of Maryland.

ARTICLE II
NAME

The name of the corporation is Landsing Pacific Fund, Inc. (the "Corporation").

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity (including, without limitation or obligation, engaging in business as a real estate investment trust under the Internal Revenue Code of 1986, as amended, or any successor statute (the "Code")) for which corporations may be organized under the general laws of the State of Maryland as now or hereafter in force. For purposes of these Articles, "REIT" means a real estate investment trust as defined in Sections 856 through 860 of the Code.

ARTICLE IV
PRINCIPAL OFFICE IN STATE AND RESIDENT AGENT

The post office address and principal office of the Corporation in the State of Maryland is Ballard Spahr Andrews & Ingersoll, Attn: James J. Hanks, Jr., 300 East Lombard Street, Baltimore, Maryland 21202. The name and address of the resident agent of the Corporation in the State of Maryland is James J. Hanks, Jr., c/o Ballard Spahr Andrews & Ingersoll, 300 East Lombard Street, Baltimore, Maryland 21202. The resident agent is an individual residing in the State of Maryland.

ARTICLE V
STOCK

Section 1. The Corporation is authorized to issue two classes of shares designated "Preferred Stock" and "Common Stock", respectively. The number of shares of Preferred Stock authorized to be issued is Five Million (5,000,000); and the number of shares of Common Stock authorized to be issued is Twenty

Million (20,000,000). Preferred Stock shall have a par value of \$0.01 per share and Common Stock shall have a par value of \$0.001 per share. The aggregate par value of all shares of stock having par value is \$70,000.00.

Section 2. The Preferred Stock may be divided into such number of series as the Board of Directors may determine. The Board of Directors is authorized to classify or reclassify any unissued shares of Preferred Stock by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of such Preferred Stock or any series thereof, and to fix the number of shares of any series of Preferred Stock, and the designation of any such series of Preferred Stock, provided that all such Preferred Stock shall have a par value of \$0.01 per share. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

ARTICLE VI INDENMIFICATION AND ADVANCE FOR EXPENSES

To the maximum extent permitted by Maryland law in effect from time to time, the Corporation shall have the power to obligate itself to indemnify, and pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (i) any individual who is a present or former director, officer, employee, or agent of the Corporation, or (ii) any individual who, while a director of the Corporation and at the request of the Corporation, serves or has served another corporation or partnership, joint venture, trust, employee benefit plan, or any other enterprise as a director, officer, partner or trustee of such corporation, partnership, joint venture, trust employee benefit plan or other enterprise. The Corporation shall have the power, with the approval of its Board of Directors, to provide such indemnification and advancement of expenses to a person who served a predecessor of the Corporation in any of the capacities described in (i) or (ii) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

ARTICLE VII LIMITATION OF LIABILITY

To the maximum extent permitted by Maryland law in effect from time to time, no director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article VII, nor the adoption or amendment of any other provision of the Articles of Incorporation or Bylaws of the Corporation inconsistent with this Article VII, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE VIII RESTRICTION ON TRANSFER OF SHARES

No holder of any voting equity securities of the Corporation (or of any non-voting securities which are convertible into voting equity securities of the Corporation) shall be permitted to transfer any of such securities to another person if such second person, as a result of such transfer, would beneficially hold securities of the Corporation equal to or greater than ten percent (10%) of the total voting power of the Corporation issued and outstanding on the date of such attempted transfer. For this purpose, securities convertible into voting equity securities shall be deemed to have been so converted by the transferor on the date of such attempted transfer.

If a holder of securities of the Corporation is prevented from registering a transfer of any such securities as a result of the restrictions imposed by the preceding paragraph, then the Corporation may: (a) consent in writing to such transfer (although such consent may be conditioned upon designating all or a portion of such shares as non-voting shares in the hands of the proposed transferee), within fifteen (15) business days of such attempted transfer, notwithstanding the foregoing paragraph; or (b) agree to purchase all of such securities from the holder for cash at the fair market value thereof, within fifteen (15) business days of such attempted transfer, with payment in full to be made within ten (10) business days thereafter; or (c) arrange for a third party or parties to agree to purchase all of such securities from the holder for cash at the fair market value thereof, within fifteen (15) business days of such attempted transfer, with payment in full to be made within ten (10) business days thereafter; or (d) any combination of (a), (b) or (c). For purposes of this Article VIII only, "fair market value" shall be conclusively deemed to be the price of the last trade of such securities on any securities exchange (or the NASDAQ system) on which such securities are traded on the date of the attempted transfer. If no trades have been recorded on such date, the "fair market value" shall be the last recorded trade price on such exchange (or the NASDAQ system). If the securities in question are not traded on any exchange (or on the NASDAQ system), the "fair market value" shall be conclusively determined by the Board of Directors.

In addition to the foregoing, if any person shall nonetheless become the beneficial owner of ten percent (10%) or more of the total voting power of the Corporation without having received the prior written consent of the Corporation that all such shares shall have full voting powers, such person shall be permitted to vote only that number of shares as shall equal one less than the number that equals ten percent (10%) of such outstanding voting power. Such person shall, however, retain all other incidents of ownership of such securities.

ARTICLE IX
REIT QUALIFICATION AND
PROVISION FOR CERTAIN STOCK REPURCHASES

Upon demand, the stockholders of the Corporation shall disclose to the Directors in writing such information with respect to direct and indirect ownership of any equity securities as the Directors deem necessary to comply with the provisions of the Code and the regulations thereunder as

the same shall be from time to time amended or to comply with the requirements of any other taxing authority in order for the Corporation to qualify as a REIT for federal income tax purposes. If the Directors shall at any time and in good faith be of the opinion that direct or indirect ownership of any equity securities of the Corporation has been or may become concentrated in one or more individuals to an extent which is contrary to the requirements of the REIT provisions of the Code, as then in effect, the Directors shall have the power to: (i) by lot or other means deemed equitable by the Directors, call for redemption a number of such shares sufficient in the opinion of the Directors to maintain or bring the direct or indirect ownership of such shares of the Corporation into conformity with the requirements of the REIT provisions of the Code, and (ii) refuse to register the transfer of shares to any person whose acquisition of the shares in question would, in the opinion of the Directors, result in a violation of the REIT provisions of the Code; provided, however, that failure to call for redemption of any shares or refusal, or failure to refuse, to register the transfer of any shares as provided herein shall not render the Directors or any stockholder or officer liable to anyone for such failure. The redemption price shall be equal to the fair market value of such shares as reflected in the average price quotations for the shares for the last thirty (30) days prior to the Director's call for redemption, or, if no quotations for the shares are available, as determined in good faith by the Directors. From and after the date fixed for redemption by the Directors, the holder of any shares so called for redemption shall cease to be entitled to dividends, voting rights and other benefits with respect to such shares, excepting only the right to payment of the redemption price fixed as aforesaid. For the purpose of this Article IX, the term "individual" shall be construed as provided in Section 542(a)(2) of the Code or any successor provision and "ownership" of shares shall be determined as provided in Section 544 of the Code. The provisions of this Article IX are applicable only during such periods of time that the Directors have elected to qualify the Corporation as a REIT under the Code.

ARTICLE X
BOARD OF DIRECTORS

Section 1. Number. The number of Directors of the Corporation initially shall be six (6), which number may be altered by a majority of the entire Board of Directors within such limits as are specified in the Bylaws of the Corporation. The names of the Directors who shall serve effective immediately and until the first annual meeting of the stockholders and until their successors are duly elected and qualified are:

Frank A. Morrow	(First Class)
Norman H. Scheidt	(First Class)
Martin I. Zankel	(Second Class)
Robert K. McAfee	(Second Class)
Frederick P. Rehmus	(Third Class)
J. Arthur de Boer	(Third Class)

Section 2. Staggered Board. The Board of Directors shall be divided into

three classes, as nearly equal in number as possible. The First Class of Directors (as identified above) shall be elected at the first annual meeting of the stockholders for a term of three years. The Second Class of Directors (as identified above) shall be elected at the second annual meeting of the stockholders for a term of three years. The Third Class of Directors shall be elected at the third annual meeting of the stockholders for a term of three years. Directors elected to succeed those Directors whose terms have thereupon expired shall be elected for a term of office of three years, and until the election and qualification of their successors. If the number of Directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain or attain, if possible, the equality of the number of Directors in each class, but in no case will a decrease in the number of Directors shorten the term of any incumbent director. If such equality is not possible, the increase or decrease shall be apportioned among the classes in such a way that the difference in the number of Directors in any two classes shall not exceed one.

Section 3. Vacancies. Any vacancies in the Board of Directors resulting from any cause (except for an increase in the number of Directors) may be filled by a majority of the remaining Directors then in office, although less than a quorum. Any vacancy resulting from an increase in the number of directors may be filled by the entire Board of Directors. A Director elected by the Board of Directors to fill a vacancy serves until the next annual meeting of stockholders and until his successor is elected and qualifies. A Director elected by the stockholders to fill a vacancy which results from the removal of a Director serves for the balance of the term of the removed Director.

Section 4. Removal. Any Director, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least 80% of the voting power of all of the shares of stock of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class.

ARTICLE XI STOCKHOLDER MEETINGS

Special meetings of stockholders of the Corporation may be called only by the president of the Corporation, the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors, or, subject to Maryland law, upon written request by stockholders entitled to cast at least 25% of all the votes entitled to be cast at the meeting.

ARTICLE XI AMENDMENT TO BYLAWS

The Directors of the Corporation shall have the power to adopt, amend, alter, change, repeal or add to the Bylaws of the Corporation by the affirmative vote of a majority of all the members of the Board of Directors. The affirmative vote of the holders of at least 80% the voting power of all of the shares of stock of the Corporation then entitled to vote generally in the election of Directors, voting together as a single class, shall be required for the stockholders of the

Corporation to amend, alter, change, adopt, add to, or repeal any Bylaws of the Corporation.

ARTICLE XII
AMENDMENTS TO CHARTER

The Corporation reserves the right from time to time to make any amendment to its charter, now or hereafter authorized by law, including any amendment altering the terms or contract rights, as expressly set forth in the charter, of any shares of outstanding stock. Any amendment to the charter of the Corporation shall be valid only if such amendment shall have been approved by the affirmative vote of a majority of all the votes entitled to be cast on that matter. All rights and powers conferred by the charter on stockholders, directors and officers are granted subject to this reservation.

The holders of the outstanding shares of a class shall be entitled to vote as a class upon a proposed amendment to the charter of the Corporation if the amendment would increase or decrease the aggregate number of authorized shares of such class, increase or decrease the par value of the shares of such class, or alter or change the powers, preferences, or special rights of the shares of such class so as to affect them adversely. If any proposed amendment would alter or change the powers, preferences, or special rights of one or more series of any class so as to affect them adversely, but shall not so affect the entire class, then only the shares of the series so affected by the amendment shall be considered a separate class for the purposes of this Article XII.

ARTICLE XIII
STOCKHOLDER VOTE ON EXTRAORDINARY ACTIONS

Except as otherwise herein specifically provided and except for the election of Directors, notwithstanding any provision of law permitting or requiring any action to be taken or authorized by the affirmative vote of the holders of a greater number of votes, any such action shall be effective and valid if taken or authorized by the affirmative vote of holders of shares entitled to cast a majority of all the votes entitled to be cast on that matter.

ARTICLE XIV
PREEMPTIVE RIGHTS

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 24th day of August, 1993.

James J. Hanks, Jr.

