

688884



**THE UNITED STATES
CORPORATION**
COMPANY

FILED
00 MAR 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

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AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizito

Amend

ORDER DATE : March 23, 2000

ORDER TIME : 12:35 PM

ORDER NO. : 637224-010

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CUSTOMER NO: 4303829

CUSTOMER: Ms. Ngozi Ezeji
Shaw, Pittman, Potts &
2300 N Street, N.w.

Washington, DC 20037

DOMESTIC AMENDMENT FILING

NAME: COMMERCE CENTER DEVELOPMENT
CORP

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
00 MAR 24 PM 12:51
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ADR
3/24/00

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMMERCE CENTER DEVELOPMENT CORP.**

00 APR 24 PM 3:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

1. The text of Article II of the Articles of Incorporation of the Corporation is hereby deleted and the following substituted therefor:

The purpose of the Corporation shall be limited to owning, operating, managing and leasing the property commonly known as Commerce Center (the "Property"), and engaging in activities incidental thereto.

2. The following new Articles are hereby inserted after Article VIII:

Article IX. The Corporation shall be prohibited from incurring indebtedness of any kind except for the mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Lehman Brothers Bank, FSB and its successors and assigns with respect to the Indebtedness ("Lender") and trade payables incurred in the ordinary course of business.

Article X. The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board Directors (including the Independent Director) is required to take any of the following actions:
 - (a) causing the Corporation to become insolvent;
 - (b) 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;
 - (c) instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent;
 - (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation;
 - (e) filing 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) 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;
- (g) making any assignment for the benefit of the Corporation's creditors; or
- (h) taking 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:

- (a) amend the Certificate of Incorporation;
- (b) engage in any business activity other than as set forth in Article II; 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 shall 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 (to the extent that it uses stationery, invoices and checks);
- (o) not pledge its assets for the benefit of any other person or 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.

4. The Board of Directors is to consider the interests of the Corporation's creditors in connection with all corporate actions.

Article XI: For so long as the Indebtedness is outstanding, the Board of Directors of the Corporation shall include one (1) Independent Director. An "Independent Director" shall mean a person who is not and has not within the past five (5) years been, (i) an officer, director, employee, partner, member, beneficial-interest holder or stockholder of the Corporation, or any affiliate of any of the foregoing; (ii) a lessee under any lease or supplier of the Corporation or any affiliate thereof (other than a supplier that does not derive more than 10% of its revenues from its activities with the Corporation or any affiliate thereof), or (iii) a spouse, parent, sibling, or child of any person described in (i) or (ii) above provided, however, that a person shall not be deemed to be a director of an affiliate solely by reason of such person being a director of a single-purpose entity. For the purpose of this definition alone, affiliate means any person or entity which is controlled by, or under common control with, any person or entity described in clause (i) above; provided that the terms "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933.

Article XII: Any and all Corporation obligations to indemnify its directors and officers shall not constitute a claim against the Corporation, as long as the Indebtedness is outstanding.

ARTICLE XIII: Nothing contained herein shall be deemed to prohibit the Corporation from (i) entering into bona fide arm's length management agreements with affiliates of the Corporation on terms no less favorable than as if entering into a management agreement with an unaffiliated third-party, or (ii) filing consolidated tax returns for the Corporation and its sole shareholder (provided the separate identity of each entity is identified therein).

SECOND: The date of this amendment's adoption: March 23, 2000.

THIRD: Adoption of Amendment(s) (**CHECK ONE**)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."

voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23 day of March 2000.

Signature B.F. Saul III B.F. Saul III, Vice President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title