

# CAPITAL CONNECTION, INC.

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1435 Collins Avenue  
Corp

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FILED  
2002 JUL -9 PM 12:32  
RECEIVED  
02 JUL -9 AM 11:01  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
Art of Inc. File  
LTD Partnership File  
Foreign Corp. File  
L.C. File  
Fictitious Name File  
Trade/Service Mark  
Merger File  
☒ Art. of Amend. File  
RA Resignation  
Dissolution / Withdrawal  
☒ Annual Report / Reinstatement  
Cert. Copy  
Photo Copy  
Certificate of Good Standing  
Certificate of Status  
Certificate of Fictitious Name  
Corp Record Search  
Officer Search  
Fictitious Search  
Fictitious Owner Search  
Vehicle Search  
Driving Record  
UCC 1 or 3 File  
UCC 11 Search  
UCC 11 Retrieval  
Courier

C. Coulliette JUL 09 2002

Signature

Requested by:

Name [Signature] Date 7/9 Time 10:00

Walk-In Will Pick Up

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**

1435 COLLINS AVENUE CORP.

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(present name)

FILED  
2002 JUL -9 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**FIRST:** Amendment(s) adopted:

Per Exhibit "A" Attached

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: July 8, 2002

**FOURTH:** Adoption of Amendment(s) (check one)

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

☒ 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).]*

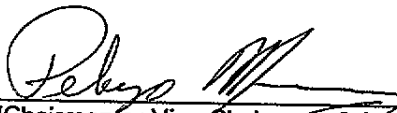
The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
(voting group)

(continued)

Signed this 8<sup>th</sup> day of July, 19, 2002.

1435 COLLINS AVENUE CORP.

(Corporation Name)

By  , President  
(Chairman or Vice Chairman of the Board of Directors, President or  
other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

Pelayo Mendez

(Typed or printed name)

President

(Title)

## ARTICLE II

### PURPOSE.

The Corporation's business and purpose shall consist solely of the following:

- (i) To engage in the ownership, operation and management of the real estate project known as Shoppes At Westburry Shopping Center located in Dade County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and
- (ii) to engage in such other lawful activities permitted to corporations by the [General Corporation Laws] of the State of Florida as are incidental, necessary or appropriate to the foregoing.

### LIMITATIONS.

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the shareholders and the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article II, above.
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the indebtedness secured by the first lien mortgage or deed of trust currently with STATE STREET BANK AND TRUST COMPANY, AS TRUSTEE FOR J. P. MORGAN COMMERCIAL MORTGAGE FINANCE CORPORATION MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 1999-C7, as mortgagee, assumed by the Corporation in connection with the acquisition of the Property (the "Mortgage"), indebtedness permitted thereunder and normal trade accounts payable in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;

- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or
- (vi) amend Article: . . . II . . . of these Articles of Incorporation

In addition to the foregoing, so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Corporation shall not, without the written consent of the holder of the Mortgage, take any action set forth in items (i) through (iv) and item (vi).

#### SEPARATENESS/OPERATIONS MATTERS.

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates and maintain a sufficient number of employees in light of its contemplated business operations;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) pay its own liabilities out of its own funds;
- (l) not acquire obligations or securities of its shareholders or the LLC;
- (m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (n) correct any known misunderstanding regarding its separate identity;
- (o) intend to maintain adequate capital in light of its contemplated business operations; and
- (p) maintain all required qualifications to do business in the state in which the Property is located.

#### CONTROLLING PROVISIONS.

So long as any obligations secured by the Mortgage remain outstanding and not paid in full, Article II hereof shall control in the event of any conflict with any contrary provisions hereof or of any other entity governance documents.