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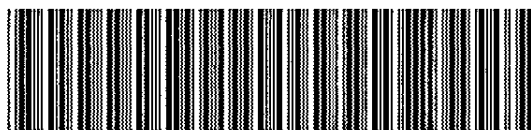
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SPIEGEL & UTRERA, P.A.
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HARCO COMPANY OF JACKSONVILLE, LLC L02000015110
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
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NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HARCO COMPANY OF JACKSONVILLE, LLC
a Florida Limited Liability Company

Pursuant to the provisions of section 608.411(2), Florida Statutes, this Limited Liability Company adopts the following Articles of Amendments to its Articles of Organization:

- FIRST:** The date of the filing of the Articles of Organization was June 18, 2002
- SECOND:** Article 8 of the Articles of Organization of HARCO COMPANY OF JACKSONVILLE, LLC shall be amended to state the following:

ARTICLE 8 - CERTAIN PROHIBITED ACTIVITIES

The Company shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of LaSalle Bank National Association, as Trustee for the Registered Holders of LB-UBS Commercial Mortgage Trust 2002-C2, Commercial Mortgage Pass-Through Certificates, Series 2002-C2, or its successors or assigns (the "First Mortgage") exists on any portion of the Property, the Company shall not incur, assume, or guaranty any other indebtedness. The Company shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity. For so long as the First Mortgage exists on any portion of the Property, the Company will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all the Members of the Limited Liability Company. For so long as the First Mortgage exists on any portion of the Property, no material amendment to these Articles of Organization may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

- THIRD:** Article 9 shall be amended to state the following:

To the extent permissible under applicable federal and state tax law, the vote of a



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majority in interest of the remaining Members is sufficient to continue the existence of the Company. If such vote is not obtained, for so long as the First Mortgage exists on any portion of the Property, the Company shall not liquidate the Property without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property. Such holders may continue to exercise all of their rights under the existing security agreements or mortgages until the debt underlying the First Mortgage has been paid in full or otherwise completely discharged.

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FOURTH: Article 10 shall be amended to state the following:

When acting on matters subject to the vote of the members, notwithstanding that the Company is not then insolvent, the members and the outside member shall take into account the interest of the Company's creditors, as well as those of the members.

FIFTH: Article 11 shall be amended to state the following:

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these Articles of Organization, the Company shall conduct its affairs in accordance with the following provisions:

- a. It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any of its Members or Affiliates and shall allocate fairly and reasonably any overhead for shared office space.
- b. It shall maintain records and books of account separate from those of any Member or Affiliate.
- c. It shall observe all Limited Liability Company formalities.
- d. It shall not commingle assets with those of any Member or Affiliate.
- e. It shall conduct its own business in its own name.
- f. It shall maintain financial statements separate from any Member or Affiliate.
- g. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any Member or Affiliate.
- h. It shall maintain an arm's length relationship with any Member or Affiliate.
- i. It shall not guarantee or become obligated for the debts of any other



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entity, including any Member or Affiliate, or hold out its credit as being available to satisfy the obligations of others.

j. It shall use stationary, invoices and checks separate from any Member or Affiliate.

k. It shall not pledge its assets for the benefit of any other entity including any Member or Affiliate.

l. It shall hold itself out as an entity separate from any Member or Affiliate.

m. It shall have a corporate managing Member which shall be organized to be a single purpose, "bankruptcy remote" entity with organizational documents substantially similar to the organizational documents of the current corporate managing Member of the Limited Liability Company.

For the purpose of this Article 11, the following terms shall have the following meanings:

"Affiliate" means any person controlling or controlled by or under common control with the Company including, without limitation (i) any person who has a relationship, by blood, marriage or otherwise with any partner or employee of the Company, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this Company, or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

SIXTH: Article 16 shall be amended to state the following:

The Company shall indemnify any manager of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a manager or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer,



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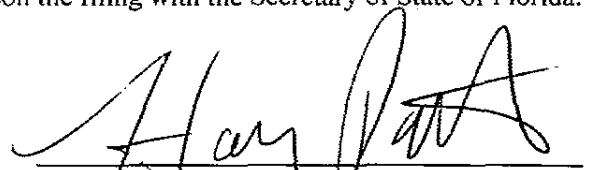
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employee or agent, as the case may be, is permissible in the circumstances because the manager, officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

Any indemnification of the Company's members shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the limited liability company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

- SEVENTH:** The date of the adoption of this amendment is the 14 November 2002.
- EIGHTH:** The amendment was adopted by the limited liability company.
- NINTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 14 November 2002.


Signature of a Member or Authorized
Representative of a Member



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