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LIMITED LIABILITY AMENDMENT
JACKSONVILLE MERRIMAC LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Amended and Restated Articles
Of Organization of
Jacksonville Merrimac LLC**

The above referenced Member Managed limited liability company ("Company") files this complete amendment and restatement of its Articles of Organization all in accordance with the provisions of Chapter 608 of the Florida Statutes

**ARTICLE I
NAME**

The name of the Company shall be Jacksonville Merrimac LLC.

**ARTICLE II
BUSINESS AND MAILING ADDRESS**

The business and mailing address of the Company shall be 2400 East Las Olas Blvd., Suite 321, Fort Lauderdale, Fl. 33301.

**ARTICLE III
MANAGEMENT**

The Company is a Member Managed Company. The name and business address of the sole member manager of the Company ("Member Manager") is

Merrimac, Inc.
2400 East Las Olas Blvd
Fort Lauderdale, Fl. 33301

The Company shall have the same powers as an individual to do all things necessary and convenient to carry out its business, to the fullest extent provided by the Act.

**ARTICLE IV
PURPOSE**

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The purpose of the Company shall be to:

4.1 Purchase, ground lease, hold, lease, develop, operate and mortgage the commercial real property (Property") located at 9100 Atlantic Boulevard, Jacksonville, FL with the following legal description:

Legal Description

PARCEL 1: (fee title)

All of Lot 2. Together with part of Lots 1, 3 and 4, Southside Estates Annex, as recorded in Plat Book 18, Pages 60 and 60A of the current Public Records of Duval County, Florida. Together with part of Lot 2, Block 5, Southside Estates Unit No. 1, as recorded in Plat Book 18, Pages 55 and 55A of said public records. Together with a part of Section 24, Township 2 South, Range 27 East, Duval County, Florida. More particularly described as follows: for a Point of Beginning, commence at the Northwest corner of said Lot 4, Southside Estates Annex, said point lying on the Southeasterly right-of-way line of Atlantic Boulevard, State Road No. 10 (a 100 foot right-of-way as now established); thence North 55° 22'38" East along said Southeasterly right-of-way line of Atlantic Boulevard, a distance of 291.41 feet; thence North 88° 22'18" East continuing along said Southeasterly right-of-way line to its intersection with the Southwesterly right-of-way line of Southside Boulevard, State Road No. 115 (a right-of-way of varying width), a distance of 10.24 feet; thence South 34° 37'22" East along said Southwesterly right-of-way line of Southside Boulevard, a distance of 147.48 feet to an angle point in said right-of-way line; thence South 11° 46'43" East continuing along said Southwesterly right-of-way line, a distance of 50.40 feet to the beginning of a curve, concave Southeasterly having a radius of 50.00 feet; thence Southwesterly along the arc of said curve, an arc distance of 29.57 feet, said arc being subtended by a chord bearing of South 55° 02'44" West and a chord distance of 29.14 feet to the point of tangency of said curve; thence South 38° 06'14" West, a distance of 70.30 feet; thence South 55° 22'54" West, a distance of 195.71 feet, thence North 31° 37'32" West along the Southwesterly line of said Lot 4, Southside Estates Annex, a distance of 220.83 feet to the Point of Beginning.

PARCEL 2: (Leasehold)

Leasehold Estate, as created by that certain Lease Agreement dated March 31, 1999 and recorded April 9, 1999 in Official Records Book 9254, Page 1372, as assigned by Assignment recorded _____ in Official Records Book _____, Page _____, of the Public Records of Duval County, Florida, demising a terms of years, the following:

"JTA LEASE PARCEL 1"

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A part of Section 24, Township 2 South, Range 27 East, Duval County, Florida, lying within the right-of-way of Southside Boulevard, State Road No. 115 (a right-of-way of varying width), more particularly described as follows: for a point of reference, commence at the Northwest corner of Lot 4, Southside Estates Annex (as recorded in Plat Book 18, Pages 60 and 60A of the current Public Records of said county). Said point lying on the Southeasterly right-of-way line of Atlantic Boulevard, State Road No. 10 (a 100 foot right-of-way as now established); thence North 55° 22'38" East along said Southeasterly right-of-way line of Atlantic Boulevard, a distance of 291.41 feet to the intersection of said Southeasterly right-of-way line of Atlantic Boulevard with the Southwesterly right-of-way line of said Southside Boulevard for the Point of Beginning; thence North 58° 03'51" East, a distance of 94.81 feet to the point of curve of a curve, concave Southwesterly having a radius of 60.00 feet; thence Southeasterly along the arc of said curve, an arc distance of 125.62 feet. Said arc being subtended by a chord bearing of South 61° 57'22" East and a chord distance of 103.90 feet to the point of tangency of said curve; thence South 01° 58'36" East, a distance of 169.36 feet; thence due West, a distance of 58.23 feet to the point of curve of a curve, concave Southerly having a radius of 50.00 feet; thence Westerly along the arc of said curve, an arc distance of 15.72 feet. Said arc being subtended by a chord bearing of South 80° 59'37" West and a chord distance of 15.65 feet to a point lying on the Southwesterly right-of-way line of said Southside Boulevard; thence North 11° 46'43" West along said right-of-way line, a distance of 50.40 feet; thence North 34° 37'22" West along said right-of-way line, a distance of 147.48 feet; thence South 88° 22'18" West along said right-of-way line, a distance of 10.24 feet to the Point of Beginning.

"JTA LEASE PARCEL 2"

A part of Section 24, Township 2 South, Range 27 East, Duval County, Florida, lying within the right of way of Southside Boulevard, State Road No. 115 (A Right of Way of varying width), more particularly described as follows: For a point of reference, commence at the Northwest corner of Lot 4, Southside Estates Annex (as recorded in Plat Book 18, Pages 60 and 60A of the current Public Records of said county), said point lying on the Southeasterly right of way line of Atlantic Boulevard, State Road No. 10 (A 100 foot right of way as now established); thence North 55 degrees 22' 38" East along said Southeasterly right of way line of Atlantic Boulevard, a distance of 291.41 feet to the intersection of said Southeasterly right of way line of Atlantic Boulevard with the Southwesterly right of way line of said Southside Boulevard; thence North 58 degrees 03' 51" East, a distance of 94.81 feet to the point of curve of a curve, concave Southwesterly having a radius of 60.00 feet; thence Southeasterly along the arc of said curve, an arc distance of 125.62 feet, said arc being subtended by a chord bearing of South 61 degrees 57' 22" East and a chord distance of 103.90 feet to the point of tangency of said curve;

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thence South 01 degree 58' 36" East, a distance of 169.36 feet to the Point of Beginning ; thence continue South 01 degree 58' 36' East, a distance of 283.73 feet; thence South 88 degrees 24' 38" West, a distance of 18.73 feet to a point on the Southwesterly right of way line of said Southside Boulevard; thence North 11 degrees 59' 34" West along said Southwesterly right of way line, a distance of 101.67 feet; thence North 14 degrees 51' 26" West along said right of way line, a distance of 102.74 feet; thence North 11 degrees 46' 43" West along said right of way line, a distance of 84.65 feet to a point lying on a curve, concave Southerly having a radius of 50.00 feet; thence Easterly leaving said right of way line and along the arc of said curve an arc distance of 15.72 feet, said arc being subtended by a chord bearing of North 80 degrees 59' 37" East and a chord distance of 15.65 feet to the point of tangency of said curve; thence due East, a distance of 58.23 feet to the Point of Beginning.

; and

4.2 activities incidental to the accomplishment of such purposes.

ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of the Company is Naples LawDock, Inc., and the street address of its registered office is 1395 Panther Lane, Suite 300, Naples, Florida 34109. The registered agent of the Company and its registered office may be changed in accordance with the provisions of the Act. The registered agent of the Company and its registered office may be changed in accordance with the provisions of the Act.

ARTICLE VI
RESTRICTIONS ON TRANSFER

6.1 Transfers during the Term of the Loan Indebtedness. Unless permission in writing is received from the lender of the Loan Indebtedness (as hereinafter defined), the Member Manager shall not permit or cause the:

6.1.1 Sale, assignment, lien, hypothecation or assignment of any interest in the Property;

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6.1.2 Transfer or sale of all or any part of the assets of the Company other than the Property, except in the ordinary course of business;

6.1.3 Transfer of all or any portion of the Member Manager's interest in the Company;

6.1.4 Company to issue new equity interests in the Company of any class or preference;

6.1.5 Company to become part of any merger or consolidation;

6.1.6 Company to voluntarily enter into a bankruptcy, dissolution or liquidation proceeding or consent to the filing of a bankruptcy or insolvency petition; or

6.1.7 Company to amend the Company's Articles of Organization and/or Operating Agreement.

6.2 Transfers following the Term of the Loan Indebtedness. The Member Manager alone shall make decisions regarding the transfer of interests.

ARTICLE VII
LOANS WITH RESPECT TO COMPANY
PROPERTY

7.1 The Company shall not mortgage, encumber, hypothecate, pledge or otherwise secure Property secured by the Loan Indebtedness defined in the Operating Agreement of the Company ("Loan Indebtedness") or incur indebtedness of any kind (except for the Loan Indebtedness), (i) until the complete repayment of said Loan Indebtedness; or (ii) written permission is received from the lender, its successors or assigns.

7.2 The Company may, in the normal course of business, incur indebtedness in the form of trade payables necessary to support the purposes of the Company.

ARTICLE VIII

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SEPARATENESS COVENANTS WITH MEMBER MANAGER

8.1 The Company and the Member Manager shall maintain a continuing arms-length relationship with each other in all aspects of their business relationships and shall respect the formalities of each entity as if they were unrelated parties.

8.2 So long as the Loan Indebtedness is outstanding, the Company shall:

8.2.1 Maintain books and records separate from any other person or entity;

8.2.2 Maintain its accounts separate from any other person or entity;

8.2.3 Not to commingle assets with those of any other entity;

8.2.4 Conduct its own business in its own name;

8.2.5 Maintain separate financial statements;

8.2.6 Pay its own liabilities out of its own funds;

8.2.7 Observe all limited liability company formalities;

8.2.8 Maintain an arm's-length relationship with its affiliates;

8.2.9 Pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;

8.2.10 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;

8.2.11 Not acquire obligations or securities of its partners, members or shareholders;

8.2.12 Allocate fairly and reasonably any overhead for shared office space;

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8.2.13 Use separate stationery, invoices and checks;

8.2.14 Not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;

8.2.15 Hold itself out as a separate entity;

8.2.16 Correct any known misunderstanding regarding its separate identity; and

8.2.17 Maintain adequate capital in light of its contemplated business operations.

8.3 Notwithstanding the foregoing nothing will preclude the Company from consolidation its financial information for tax reporting purposes.

ARTICLE IX
DISSOLUTION

Upon the occurrence of any one of the following events, the Company shall be immediately dissolved:

9.1 The affirmative determination of the Member Manager to dissolve the Company except during the term of the Loan Indebtedness;

9.2 The happening of any event which makes it unlawful for the Company's business to be conducted; or

9.3 The administrative dissolution of the Company by the Department in accordance with Section 608.448 of the Act.

Notwithstanding the foregoing, the Company shall not dissolve, liquidate or terminate upon the death, bankruptcy, insolvency, dissolution, liquidation, termination, resignation, removal or incapacity of the Member Manager or of any Member.

ARTICLE X
ADOPTION OF AMENDED AND
RESTATED ARTICLES

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These Amended and Restated Articles of Organization of the Company were adopted by the unanimous written consent of the sole Member Manager as permitted by Florida law and the Company's Operating Agreement on March 1, 2005.

The date of adoption of these Amended and Restated Articles of Organization is March 1, 2005.

IN WITNESS WHEREOF, the undersigned President of the Member Manager has executed these Amended and Restated Articles of organization on the 1 day of March, 2005.

MEMBER MANAGER:

MERRIMAC, INC., a
Florida corporation

By: 
Rajivla Morwani,
President of Member
Manager

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