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CORPORATION(S) NAME

Amend

The Windsong company

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
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DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
THE WINDSONG COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006 of the Florida Business Corporations Act (1990), the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

Article One

The name of the corporation is The Windsong Company.

Article Two

The following amendment to the articles of incorporation were adopted by the directors and shareholders on July 29, 1998, in the manner prescribed by §607.1003 of the Florida Business Corporations Act (1990):

1. Article II is amended to read as follows:

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

(i) To acquire a general partnership interest in and act as the general partner of Windsong Associates, Ltd. (the "*Partnership*"), which is engaged solely in the ownership, operation and management of the real estate project known as Windsong Village Apartments located in Harris County, Texas (the "*Property*"), pursuant to and in accordance with these Articles of Incorporation and the Partnership's Amended and Restated Limited Partnership Agreement, as amended; and

(ii) to engage in such other lawful activities permitted to corporations by the Florida Business Corporations Act as are incidental, necessary or appropriate to the foregoing.

2. A new Article III shall be added to read as follows:

**Article III
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 Board of Directors, do any of the following:

(i) engage in any business or activity other than those set forth in Article II or cause or allow the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement;

(ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property by Banc One Mortgage Capital Markets, L.L.C. (the "*Mortgage*") and normal trade accounts payable in the ordinary course of business;

(iii) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;

(iv) dissolve or liquidate, in whole or in part;

(v) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;

(vi) 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;

(vii) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;

(viii) with respect to the Corporation or the Partnership, 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 the Partnership or a substantial part of property of the Corporation or the Partnership, 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;

(ix) amend, alter or modify Articles II, III or IV of the Articles of Incorporation of the Corporation or approve an amendment to Sections 14.1, 14.2, 14.3, 14.4 and 14.5 of the Partnership's Limited Partnership Agreement; or

(x) withdraw as general partner of the Partnership.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage so long as any advances made under that certain \$5,000,000.00 promissory note evidencing the Mortgage are outstanding pursuant to the terms of the Note, take any action set forth in items (i) through (vii) and items (ix) and (x).

3. A new Article IV shall be added to read as follows:

Article IV
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 Partnership;

(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 entity;

(o) maintain adequate capital in light of its contemplated business operations provided that this provision shall not be deemed to create any contribution or other funding obligation by any shareholder of the Corporation; and

(p) maintain all required qualifications to do business in the state in which the Property is located.

4. Existing Articles III, IV, V, VI and VII shall be renumbered Articles V, VI, VII, VIII and IX respectively.

Article Three

The holders of all of the shares outstanding and entitled to vote on said amendment and all of the directors have signed a consent in writing pursuant to §607.0704 and §607.0821 of the Florida Business Corporations Act (1990) adopting said amendment. The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the undersigned officer of the Corporation as of July 29, 1998.

THE WINDSONG COMPANY

By: 

Alan E. Ferris
Vice President