

P/14000078204

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H14000247308 3)))



H140002473083ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

14 OCT 22 AM 4:52

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

To: Division of Corporations
Fax Number : (850) 627-6300
From: Account Name : SHUTTS & BOWEN, LLP
Account Number : 076447000313
Phone : (305) 358-6300
Fax Number : (305) 347-7750

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 OCT 22 AM 10:59

FILED

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: lad@shutts.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
ELBRUS MANAGEMENT FOUR INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

ARM
10-23-14

H14000247308 3

FILED
14 OCT 22 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
ELBRUS MANAGEMENT FOUR INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **ELBRUS MANAGEMENT FOUR INC.** (the "**Corporation**").
2. The following amendment of the Articles of Incorporation was agreed to and adopted by the incorporator of the Corporation on the **20th day of October, 2014**, pursuant to Section 607.1005 of the Act. The Corporation has not yet issued any shares, and therefore shareholder approval was not required.

ARTICLE V of the Articles of Incorporation of the Corporation shall be amended to read as follows:

ARTICLE V

The Corporation is authorized to issue 20,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares." Of the Common Shares, 10,000 shares shall be Class A Shares (the "**Class A**") and 10,000 shares shall be Class B Shares (the "**Class B**"). The rights, preferences and privileges of the Class A and Class B shall be identical, except that: (a) the Class A shall be entitled to receive dividends and other cash distributions only from the amounts received by the Corporation as its pro-rata share of the Promote (defined below), and (b) the Class B shall be entitled to receive dividends and other cash distributions only from the amounts received by the Corporation as its pro-rata share of Management Fees (defined below), and (c) the Class A and the Class B shall share equally with respect to dividends and other cash distributions arising from any other income of the Corporation.

As used herein, (i) the "Promote" means the amounts payable to Terra Acon Doral Palms Manager LLC ("**Manager**") pursuant to Sections 5.1(a) and (b) of the Operating Agreement (the "**Operating Agreement**") for the limited liability company or companies managed by Manager (the "**LLC**") after the Members who contributed capital to such LLC have received an 8% IRR (as defined in the Operating Agreement); and (ii) "Management Fees" are the fees payable to Manager by the LLC or its affiliates under any development services or similar agreement between the LLC (or its affiliates) and Manager.

Dated and signed as of this 20 day of October, 2014.

ELBRUS MANAGEMENT FOUR INC.



Luis A. de Armas, Incorporator