

Document Number Only

P9 5000075175

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

500002321058--8
-10/15/97--01073--029
*****35.00 *****35.00

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-10/15/97--01073--030
*****52.50 *****52.50

Viacon Properties, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign
☒ Amendment
☐ Merger
☐ Mark
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing
☒ Certified Copy
☐ Photo Copies
☐ CUS
☐ Call When Ready
☒ Walk In
☐ Mail Out
☐ Call if Problem
☐ Will Wait
☒ After 4:30
☒ Pick Up

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SECRETARY OF STATE

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OFFICE OF CORPORATION

AM
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AMENDMENT TO
ARTICLES OF INCORPORATION
OF
VIACON PROPERTIES, INC.

DATED: October 14, 1997:

I, BRIAN GARRAHAN, the undersigned, being of legal age, desire to modify the ARTICLES OF INCORPORATION OF VIACON PROPERTIES, INC. by virtue of this AMENDMENT TO ARTICLES OF INCORPORATION OF VIACON PROPERTIES, INC. (this "Amendment") pursuant to the laws of the State of Florida, and I hereby certify as follows:

1. The name of the Corporation is VIACON PROPERTIES, INC. having incorporated under the laws of the State of Florida on SEPTEMBER 29, 1995 under Document Number: 95000075175 (the "Corporation").
2. The purpose for which the Corporation was formed was to own and manage that certain real property located at: 20401 N.W. 2ND AVENUE, MIAMI, FLORIDA 33169 (the "Property") and to engage in any activity and exercise any powers permitted to corporations under the laws of the State of Florida that are incident, necessary and appropriate to accomplish the foregoing. The Corporation shall not be authorized to act for any other purpose.
3. The office of the Corporation in the State of Florida shall be located in the County of Dade at: 20401 N.W. 2ND AVENUE, SUITE 208, MIAMI, FLORIDA 33169
4. The aggregate number of shares which the Corporation shall have the authority to issue shall be ONE THOUSAND (1,000) shares of Common Stock, with a par value of \$1.00 per share.
5. The Secretary of the State of Florida is designated as the agent of the Corporation upon whom process against the Corporation may be served and the address to which the Secretary of the State shall mail a copy of any process against the Corporation served at: 20401 N.W. 2ND AVENUE, SUITE 208, MIAMI, FLORIDA 33169.
6. Notwithstanding any other provisions of this Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, so long as the first mortgage in favor of GMAC COMMERCIAL MORTGAGE CORPORATION (the "First Mortgage") encumbering the Property is outstanding, the Corporation may not, without the prior written consent of the holder of the First Mortgage, do any of the following:
 - a. engage in any business or activity other than those set forth in Paragraph 2 of this Amendment; or
 - b. incur any indebtedness or assume or guaranty any indebtedness.
7. So long as the First Mortgage is outstanding, the Corporation may not do any of the following:
 - a. dissolve or liquidate, in whole or in part;
 - b. consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity;
 - c. amend or cause to be amended the organizational documents of the Corporation with respect to changing the sole purpose of the Corporation or the separateness covenants contained herein; or
 - d. take any action that might cause the Corporation to become insolvent.

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TALLAHASSEE, FLORIDA

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8. So long as the First Mortgage is outstanding, the Board of Directors of the Corporation (the "Board of Directors") may not do any of the following without the affirmative vote of 100% of the members of the Board of Directors, including the Independent Director (as hereinafter defined):

- a. institute proceedings to be adjudicated bankrupt or insolvent;
- b. consent to the institution of bankruptcy or insolvency proceedings against it;
- c. file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy;
- d. seek or consent to the appointment of a receiver, liquidator, conservator, assignee, trustee, sequestrator, custodian or any other similar official of the Corporation or the Partnership or a substantial part of its properties;
- e. make any assignment for the benefit of creditors;
- f. admit in writing its inability to pay its debts generally as they become due;
- g. otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;
- h. take any corporate action in furtherance of any of the preceding actions;
- i. engage in transactions with affiliates; or
- j. except as otherwise provided in Paragraph 7.c., above, amend the organizational documents of the Corporation.

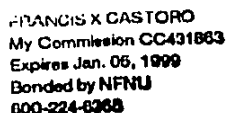
9. The Corporation shall:

- a. maintain books and records separate from any other person or entity;
- b. maintain its bank accounts separate from any other person or entity;
- c. not commingle its assets with those of any other person or entity and hold all of its assets in its own name;
- d. conduct its own business in its own name;
- e. maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- f. pay its own liabilities and expenses only out of its own funds;
- g. as appropriate for the organizational structure of the Corporation, observe all corporate and other organizational formalities;
- h. maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
- i. pay the salaries of its own employees from its own funds;
- j. maintain a sufficient number of employees in light of its contemplated business operations;
- k. not guarantee or become obligated for the debts of any other entity or person;
- l. not hold out its credit as being available to satisfy the obligations

BY

- of any other person or entity;
- m. not acquire the obligations or securities of its affiliates or shareholders;
 - n. not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities);
 - o. allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
 - p. use separate stationary, invoices and checks bearing its own name;
 - q. not pledge its assets for the benefit of any other person or entity;
 - r. hold itself out as a separate entity;
 - s. correct any known misunderstanding regarding its separate identity;
 - t. not identify itself as a division or part of any other person or entity; and
 - u. maintain adequate capital in light of its contemplated business operations.
10. The board of Directors of the Corporation shall at all times while the First Mortgage is outstanding, include at least one Independent Director. An "Independent Director" shall mean a director of the Corporation who is not at the time of initial appointment and has not been at any during the preceding five (5) years and shall not be at any time while serving as Independent Director: a stockholder, director, officer, employee, partner or member of the Corporation or the Partnership or any affiliate of either of them; (b) a customer, supplier or other person who derives more than 10% of its purchases or revenues from its activities with the Corporation or the Partnership or any affiliate of either of them; (c) a person or other entity controlling or under common control with any such stockholder, director, officer, employee, partner, member, customer, supplier or other person; or (d) a member of the immediate family of any such stockholder, director, officer, employee, partner, member, customer, supplier or other person. (As used herein the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, palace or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise).
11. The Board of Directors of the Corporation shall be required to consider the interests of creditors of the Corporation in connection with all corporate action.
12. So long as the First Mortgage is outstanding, no transfer of any direct or indirect ownership interest in the Corporation such that the transferee owns more than a 49% interest in the Corporation (or such other interest as specified in the First Mortgage) may be made unless such transfer is conditioned upon the delivery of an acceptable Non-Consolidation Opinion (as defined below to the holder of the First Mortgage and to any nationally recognized rating agency which has been requested by the holder of the First Mortgage or any transferee of such holder to rate any issue of securities issued in respect of a pool of mortgage loans which includes the loan secured by the First Mortgage (the "Certificates") and which is then rating, or expected to rate such Certificates (individually, a "Rating Agency"), concerning as applicable, the Corporation, the new transferee and/or their respective owners.

For purpose of this Paragraph, "Non-Consolidation Opinion" shall mean an opinion of counsel to the Partnership (reasonably satisfactory to the holder of the First Mortgage and each Rating Agency in form and substance,



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660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

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City State Zip Phone

CORPORATION(S) NAME

600002321056--4

-10/15/97-01973--027

*****35.00 *****35.00

Viacon Properties, Inc.

- ☐ Profit ☐ Amendment ☐ Merger
- ☐ NonProfit ☐ Limited Liability Co.
- ☐ Foreign ☐ Dissolution/Withdrawal ☐ Mark
- ☐ Limited Partnership ☐ Annual Report ☐ Other
- ☐ Reinstatement ☐ Reservation ☒ Change of R.A.
- ☐ Certified Copy ☐ Photo Copies ☐ CUS
- ☐ Call When Ready ☐ Call if Problem ☐ After 4:30
- ☒ Walk In ☐ Will Wait ☒ Pick Up
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Acknowledgment
W.P. Verifier

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/15

Joe RA Change

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: VIACON PROPERTIES, INC.

2. Date of incorporation 09/29/95 Document number 95000073175

3. The name and address of the current registered agent and office:

Bryan Garrahan
1402 E. Las Olas Blvd., Suite 200
Ft. Lauderdale, FL 33303

4. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM
C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

B. Garrahan
SIGNATURE
OCTOBER 14, 1997
DATE

B. Garrahan
Typed or printed name and title
BY: BRIAN GARRAHAN
ITS: PRESIDENT & SOLE DIRECTOR

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM
SIGNATURE BY: Marie Bryan
(Registered Agent)
DATE 10/15/97

MARIE BRYAN

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILING FEE: \$35.00

TOTAL P.02