



THE UNITED STATES CORPORATION COMPANY

P95000093805

ACCOUNT NO. : 072100000032

REFERENCE : 895261 10915A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 35.00

ORDER DATE : July 17, 1998

ORDER TIME : 10:52 AM

ORDER NO. : 895261-005

CUSTOMER NO: 10915A

CUSTOMER: Peggy Adolphson, Legal Asst Walker, Koegler & Dillingham 217 Ponte Vedra Park Drive Suite 200 Ponte Vedra Bea, FL 32082

300002591623--7

SECRETARY OF STATE TALLAHASSEE, FLORIDA 98 JUL 17 PM 1:08

FILED

Amend

DOMESTIC AMENDMENT FILING

NAME: 1000 ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: [Signature]

FILE 98 JUL 17 AM 11:28 DIVISION OF CORPORATION

402250, 00524, 00672



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 17, 1998

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: 1000 ASSOCIATES, INC.  
Ref. Number: P95000093805

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for 1000 ASSOCIATES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please state the date of adoption by the shareholders. The date at the top of the page is the original date of filing.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 298A00038197

98 JUL 20 11 23 AM  
SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
1000 ASSOCIATES, INC.**

98  
TALLAHASSEE  
SECRETARY OF STATE  
JUL 17 11:08 AM '98  
FILED

1000 ASSOCIATES, INC., a Florida corporation, by the hand of its President and under the provisions of the Florida Statutes (1997), hereby certifies that all of the Shareholders entitled to vote have unanimously adopted the following amendments to the Articles of Incorporation filed on December 11, 1995. The date of adoption of the following amendments was July 16, 1998.

1. **Article II is deleted in its entirety and the following language inserted:**

Article II - Purpose

The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the activity of acting as a general partner of a limited partnership whose purpose is to acquire certain parcel of real property known as "Atlantic Center" together with all improvements thereon, located in the County of Palm Beach, State of Florida, (the "Property") and to own, hold, sell assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property. the corporation shall exercise all powers enumerated in Chapter 607 of the Florida Statutes (1997) necessary or convenient to the conduct, promotion, or attainment of the business or purposes otherwise set forth herein.

2. **Article III is deleted in its entirety and the following language inserted:**

Article III - Limitations

The Corporation shall only incur or cause the Partnership to incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien (the "First Mortgage") in favor of First Union National Bank or its successors or assigns ("First Union") exists on any portion of the Property, the Corporation shall not or cause the Partnership to incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property and the Partnership remains the owner of the Property, the Corporation (i) shall not and shall not cause the Partnership to dissolve or liquidate (ii), shall not and shall not cause the Partnership to 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 interest to any entity; (iii) shall not voluntarily commence a case with respect to itself and shall not cause the Partnership to voluntarily commence a case with respect to itself, as a debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the board of directors (iv) shall not materially amend these Articles of Incorporation without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

3. **Article IV is deleted in its entirety and the following language inserted:**

Article IV - Separateness/Operations Matters

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in the Articles of Incorporation, as amended, the Corporation 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 corporate records and books of account separate from those of its parent and any affiliate.
- c. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions. The board of directors shall include at least one individual who is an Independent Director. As used herein, an "Independent Director" shall be an individual who: (i) is not and has not been employed by the corporation or any of its respective subsidiaries or affiliates as a director, officer or employee within the five years immediately prior to such individual's appointment as an Independent Director, (ii) is not (and is not affiliated with a company or firm that is) a significant advisor or consultant of the corporation or any of its subsidiaries or affiliates, (iii) is not affiliated with a significant customer or supplier of the corporation or any of its subsidiaries or affiliates; (iv) is not affiliated with a company of which the corporation or any of its subsidiaries or affiliates is a significant customer or supplier; (v) does not have significant personal service contract(s) with the corporation or any of its subsidiaries or affiliates; (vi) is not affiliated with a tax exempt entity that receives significant contributions from the corporation or any of its subsidiaries or affiliates; (vii) is not a beneficial owner at the time of such individual's appointment as an Independent Director, or at any time thereafter while serving as Independent Director, of such number of shares of any classes of common stock of the corporation the value of which constitutes more than 5% of the outstanding common stock of the corporation; and (viii) is not a spouse, parent, sibling, or child of any person described by (i) through (vii).
- d. It shall observe all corporate formalities.
- e. It shall not commingle assets with those of its parent and any affiliate.
- f. It shall conduct its own business in its own name.
- g. It shall maintain financial statements separate from its parent and any affiliate.

h. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent and any affiliate.

i. It shall maintain an arm's length relationship with its parent and any affiliate.

j. It shall not guarantee or become obligated for the debts of any other entity, including its parent and any affiliate, or hold out its credit as being available to satisfy the obligations of others.

k. It shall use stationery, invoices and checks separate from its parent and any affiliate.

l. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

m. It shall hold itself out as an entity separate from its parent and any affiliate.

n. For purposes of this Article IV, the following terms shall have the following meanings:

“affiliate” means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer, or employee of the Corporation, its parent or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this Corporation, its parent 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 otherwise; and the terms “controlling” and “controlled” have meanings correlative to the foregoing.

“parent” means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

“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.

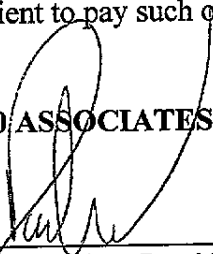
**4. The following language shall be added at the end of the Articles of Incorporation as Article XIII:**

Article XIII- Indemnification.

Any indemnification of the corporation's Directors and officers 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 corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.


1000 ASSOCIATES, INC.

By:   
Paul S. Ferber, President

STATE OF FLORIDA )

COUNTY OF ST. JOHN'S )

The foregoing Certificate of Amendment was acknowledged before me this 16<sup>TH</sup> day of July, 1998, by Paul S. Ferber, who is the President of 1000 Associates, Inc.  who is personally known to me or  who has produced \_\_\_\_\_ as identification, and who acknowledged that he signed such instrument of his own free will.



Notary Public, State of Florida at Large  
Notary's Stamped or Printed Name:  
My commission expires: 8-8-01



RANDAL C. FAIRBANKS  
Comm. No. CC 645501  
My Comm. Exp. Aug. 8, 2001  
Bonded thru Pichard Ins. Agcy.