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LIMITED LIABILITY COMPANY

CHARLESTON CENTER, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLE OF AMENDMENT
OF CHARLESTON CENTER, LLC

THIS IS TO CERTIFY THAT:

FIRST: These Articles of Amendment amends the Articles of Organization of CHARLESTON CENTER, LLC, a Florida limited liability company.

SECOND: The Articles of Organization were filed with the Florida Department of State on July 8, 2002.

THIRD: A new Article VIII of the Articles of Organization is hereby added as follows:

"ARTICLE VIII
MISCELLANEOUS PROVISIONS

1. The purpose for which the Limited Liability Company is organized is limited solely to (A) owning, holding, selling, leasing, transferring, exchanging, operating and managing the premises located at 7000-7034 Charleston Shores Boulevard, Boynton Beach, Florida (the "Mortgaged Premises"), (B) entering into a Note and Mortgage Assumption Agreement (the "Assumption Agreement") with LaSalle Bank National Association, a national banking association, as Trustee for the registered holders of Heller Financial Commercial Mortgage Asset Corp., Commercial Mortgage Pass-Through Certificates, Series 1999-1411 (the "Trust", together with its successors and/or assigns the "Lender"), (C) refinancing the Mortgaged Premises in connection with a permitted repayment of that certain loan in the original principal sum of \$2,300,000.00 (the "Loan") currently held by the Trust, and (D) transacting any and all lawful business for which a limited liability company may be organized under Florida law that is incident, necessary and appropriate to accomplish the foregoing.
2. The Limited Liability Company's ability to incur indebtedness other than the Loan is limited to incurring liabilities in the ordinary course of its business that are related to the ownership and operation of the Mortgaged Premises.
3. The Limited Liability Company is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets for so long as the Loan is outstanding.
4. The Limited Liability Company's ability to enter into transactions with affiliates is limited only to transactions on an arm's length basis and on commercially reasonable terms.
5. No transfer of any direct or indirect ownership interest in the Limited Liability Company may be made unless such transfer is consented to by Lender if such consent is required by the documents evidencing or securing the Loan (collectively, the "Loan Documents"). Lender may condition its consent upon the delivery of an acceptable nonconsolidation opinion to the

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holder of the Loan and to any applicable rating agency concerning, as applicable, the Limited Liability Company, the new transferee and/or their respective owners.

6. The Limited Liability Company 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 to 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. Observe all limited liability company and other organizational formalities;
 - h. Maintain an arm's length relationship with its affiliates and to conduct its 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 of any other person or entity;
 - m. Not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
 - n. Not make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (other than 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 stationery, invoices, and checks bearing its own name;

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- q. Not pledge its assets for the benefit of any other person or entity
 - r. Hold itself out as a separate identity;
 - s. Correct any known misunderstanding regarding its separate identity;
 - t. Not identify itself as a division of any other person or entity; and
 - u. Maintain adequate capital in light of its contemplated business operations.
7. Notwithstanding anything contained in this or any other organizational document to the contrary, any obligation which Limited Liability Company may owe to any of its officers, directors, partners, members, shareholders or affiliates (collectively, "Interested Parties"), whether characterized as a salary, fee or indemnification, shall not constitute a claim against Limited Liability Company until, and shall be subject to and fully subordinate to, the prior payment in full of the Loan, provided however, so long as no Default or Event of Default exists under the Loan Documents to the extent Limited Liability Company has cash flow or other available liquid assets (exclusive of any of reserve accounts to be maintained under the Loan Documents) in excess of the amount necessary to make current payments of principal and interest due under the Loan Documents, Limited Liability Company may pay when due (without any acceleration caused by Limited Liability Company) the scheduled obligations due to the Interested Parties of Limited Liability Company.
8. The Limited Liability Company is prohibited from amending the provisions specified in this Article VIII without approval of such amendment by the Lender. Lender may condition its approval on obtaining, at Limited Liability Company's cost and expense, a confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating."

FOURTH: A new Article IX of the Articles of Organization is hereby added as follows:

"ARTICLE IX
SPECIAL PURPOSE ENTITY

- 1. At least one member of the Limited Liability Company shall be a *Special Purpose entity* (known as a "Special Purpose Member") that complies with all of the criteria described in the applicable portions of Article VIII and this Article IX, except as modified to reflect its position as a Member in the Limited Liability Company.
- 2. Upon the disassociation or withdrawal of the Special Purpose Member from the Limited Liability Company, the Limited Liability Company shall appoint a new Special Purpose Member and deliver an acceptable non-consolidation opinion to the holder of the Loan and to any applicable rating agency concerning, as applicable, the Limited Liability Company, the new Special Purpose Member, and its owners.

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3. If any member of the Limited Liability Company is not a Special Purpose entity, the Special Purpose Member should be designated the "manager" of the Limited Liability Company.
4. If any member of the Limited Liability Company is not a Special Purpose entity, the Limited Liability Company shall dissolve only on the bankruptcy of the Special Purpose Member.
5. If any member of the Limited Liability Company is not a Special Purpose entity, the Special Purpose Member shall own at least a 1% interest in the Limited Liability Company.
6. If there is a death, dissolution or other "termination event" for the Limited Liability Company or a member therein, the vote of a majority in interest of the remaining members shall be sufficient to continue the life of the Limited Liability Company.
7. The unanimous consent of all members (including that of the Special Purpose Member, which will in turn require the vote of an Independent Director) shall be required for the Limited Liability Company to:
 - a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally;
 - b. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Limited Liability Company or a substantial portion of its properties;
 - c. Make any assignment for the benefit of the Limited Liability Company's creditors; or
 - d. Take any action in furtherance of any of the foregoing.
8. The Limited Liability Company is prohibited from amending the provisions specified in this Article IX without approval of such amendment by the Lender. Lender may condition its approval on obtaining, at Limited Liability Company's cost and expense, a confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating."

FIFTH: In all other respects the Articles of Organization of the Limited Liability Company shall remain the same and in full force and effect.

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LAZARUS CORPORATION

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IN WITNESS WHEREOF, these Articles of Amendment has been duly executed and is being filed
in accordance with Section 608.411 F.S., this 18th day of December 2002.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Mario Y. Montecarlo, Authorized Person

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