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LIMITED PARTNERSHIP AMENDMENT

ONE LAS OLAS, LTD.

A-1563

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 17, 2000

ONE LAS OLAS, LTD.
350 THEODORE FREMD AVENUE
RYE, NY 10580

SUBJECT: ONE LAS OLAS, LTD.
REF: A00000001563

We have received your electronically transmitted document. However, the document was submitted under the wrong EFIL type and cannot be processed by this office.

To proceed, you must abandon this filing and resubmit your filing under the appropriate EFIL type.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FAX AUDIT NO.: H00000054745

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ONE LAS OLAS, LTD.**

The undersigned, Richard D. Zipes, Vice President of Omni Equities Corporation, the General Partner of ONE LAS OLAS, L.P. a Florida limited partnership (the "Partnership") filed on October 13, 2000 and registered under document number A00000001563, hereby certifies:

1. The name of this partnership is ONE LAS OLAS, LTD. The General Partner is Omni Equities Corporation.
2. Pursuant to Section 620.109 of the Florida Statutes, the Partnership hereby Amends and Restates its Certificate of Limited Partnership as follows:

(1) **Name.**

The name of the Limited Partnership is **ONE LAS OLAS, LTD.**

(2) **Address and Registered Agent.**

- (a) The address of the office of the Partnership at which place the records shall be maintained is:

c/o Gunster, Yoakley & Stewart, P.A.
500 East Broward Blvd., Suite 1400
Ft. Lauderdale, Florida 33394

- (b) The name and address of the Partnership's agent for service of process is:

Valdes-Fauli Corporate Services, Inc.
500 East Broward Boulevard
Suite 1400
Ft. Lauderdale, Florida 33394

THIS DOCUMENT PREPARED BY:

Daniel M. Mackler, Esq.
Gunster, Yoakley & Stewart, P.A.
500 East Broward Boulevard
Suite 1400
Ft. Lauderdale, Florida 33394
(954) 462-2000

Florida Bar No. 0870366

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(3) General Partner Name and Address.

The name and address of the General Partner is:

Omni Equities Corporation
350 Theodore Fremd Avenue
Rye, New York 10580

(4) Mailing Address of Partnership.

The mailing address for the Limited Partnership is:

350 Theodore Fremd Avenue
Rye, New York 10580

(5) Definitions.

For the purpose of this Amended and Restated Certificate of Limited Partnership, the following terms shall have the following meanings:

- (A) "Person" shall mean any individual, estate, trust, corporation, partnership, limited liability company or any other organization or entity.
- (B) "Affiliate" as applied to any Person, shall mean any other Person directly or indirectly controlling, controlled by, or under common control with that Person. For the purposes of this definition, "control" (including correlative meanings, the terms "controlling," "controlled by" and "under common control with"), as applied to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of that Person, whether through the ownership of voting securities, partnership interests or by contract or otherwise.
- (C) "Bankruptcy Action" shall mean taking any of the following actions (i) commencing any case, proceeding or other action on behalf of the Partnership under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors; (ii) instituting proceedings to have the Partnership adjudicated as bankrupt or insolvent; (iii) consenting to the institution of bankruptcy or insolvency proceedings against the Partnership; (iv) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Partnership of its debts under any federal or state law regulating to bankruptcy; (v) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any

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similar official for the Partnership or a substantial portion of its Properties; (vi) making any assignment for the benefit of the Partnership's creditors; or (vii) taking any action in furtherance of the foregoing.

(6) **Single Purpose Entity.**

The Partnership shall be operated as a single purpose entity with its sole purpose limited to: (a) owning, holding, selling, leasing, transferring, exchanging and operating the property described on Exhibit A, attached hereto (the "Property"); (b) borrowing and giving security for the receipt of loan proceeds from Mellon/United National Bank as more particularly described in that certain Loan Agreement by and between the Partnership and Mellon/United National Bank (the "Loan Agreement"); and (c) transacting any and all lawful business for which a limited liability company may be organized under the laws of this state that is incident, necessary and appropriate to the foregoing.

In connection with the terms and conditions of the Loan Agreement, and until such time as all of its obligations under such Loan Agreement and any mortgages or liens against the Property have been fulfilled, released or otherwise terminated or modified, the Partnership shall at all times be required to:

- A. Observe all customary formalities regarding its existence as a limited partnership;
- B. Maintain its financial statements, accounting records and other limited liability company documents separate from those of any other Person; provided however that the Limited Partnership shall not be precluded from preparing consolidated financial statements with any other entity so long as such consolidated financial statements include notes indicating each entity's separate ownership of its individual assets;
- C. Refrain from any commingling of its assets or funds from any other Person;
- D. Maintain its own bank accounts, payroll and books and accounts separate from those of any other Person;
- E. Pay its own liabilities from its own assets;
- F. Identify itself in all dealings with the public under its own name and as a separate and distinct entity;
- G. Refrain from identifying itself identifying itself as being a division or a part of any other Person;
- H. Refrain from identifying any other Person as being a division or a part of such Person;

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- I. Obtain and maintain adequate capital with respect to its purpose and operations;
- J. Refrain from assuming, guaranteeing or becoming obligated for the liabilities of any other Person and may not hold itself out as being available to satisfy the obligations of any other Person;
- K. Refrain from acquiring any obligations or securities of any of its Affiliates;
- L. Refrain from making any loans or advances to any other Person;
- M. Refrain from entering into and/or becoming a party to any transaction with any Affiliate of other Person, except in the ordinary course of business and on terms which are less favorable to such Person than would be obtained in a comparable arm's-length transaction with an unrelated third party;
- N. Conduct its own business in its own name;
- O. Pay the salaries of its own employees, if any, and maintain a sufficient number of employees, if any, or agents in light of its contemplated business operations;
- P. Engage in the business practice of using its own separate stationery, invoices and checks;
- Q. Refrain from engaging in a non-exempt prohibited transaction described in Section 406 of ERISA or Section 4975 of the Internal Revenue Code of 1954, as amended, and the Internal Revenue Code of 1986, as amended;
- R. Correct any known misunderstanding regarding its separate entity;
- S. Refrain from incurring any indebtedness other than in connection with the Loan Agreement and the related transaction documents except for liabilities incurred in the ordinary course of business which are related to the ownership and operation of the Property;
- T. Refrain from engaging in any dissolution, liquidation, consolidation, merger or sale of assets;
- U. Refrain from the voluntary commencement of any Bankruptcy Action; and
- V. Refrain from amending this Article and any provisions referring the definition of terms herein this Article without the prior written consent of Mellon/United National Bank.

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(7) Term.

The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2050, unless sooner terminated as provided in the Limited Partnership Agreement.

3. The foregoing Amended and Restated Certificate of Limited Partnership was duly approved on October 16, 2000, by the General Partner and Limited Partners of the Partnership.

IN WITNESS WHEREOF, the undersigned, as General Partner of the Partnership, has duly executed this Amended and Restated Certificate of Limited Partnership this 16TH day of October, 2000.

GENERAL PARTNER:

OMNI EQUITIES CORPORATION, a Florida corporation.

By:

Richard D. Zipps
Richard D. Zipps, Vice President

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TALLAHASSEE FLORIDA

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EXHIBIT "A"

LEGAL DESCRIPTION

Parcel "A" and Parcel "D", NEW RIVER CENTER, according to the Plat thereof, recorded in Plat Book 151, Page 15, Public Records of Broward County, Florida, LESS AND EXCEPT, that portion conveyed in Special Warranty Deed executed by Las Olas Tower At River Walk, Inc., a Florida corporation, to Riverwalk Group LLC, a Delaware limited liability company, recorded in Official Records Book 28474, Page 346, Public Records of Broward County, Florida, described as follows:

A portion of Parcel "A", NEW RIVER CENTER PLAT, according to the Plat thereof, as recorded in Plat Book 151, Page 15, of the Public Records of Broward County, Florida, described as follows:

BEGIN at the Westerly most Northwest corner of said Parcel "A"; thence North 44 degrees 56' 30" East along the North line of said Parcel "A", said line also being a nonvehicular access line as shown on said Plat, 42.47 feet; thence South 90 degrees 00' 00" East, along said line, 220.28 feet; thence South 45 degrees 00' 00" East along said line, 42.43 feet; thence South 00 degrees 00' 00" East along the East line of said Parcel "A" and said nonvehicular access line, 110.00 feet; thence South 90 degrees 00' 00" West 280.05 feet; thence North 00 degrees 07' 00" West, along the West line of said Parcel "A" and said nonvehicular access line, 109.94 feet to the POINT OF BEGINNING.

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