

Division of Corporations

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# A09000000573

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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

TBC HQ LLP

Certificate of Status	0
Certified Copy	1
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November 19, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

TBC HQ LLLP  
2799 NW BOCA RATON BLVD  
SUITE 203  
BOCA RATON, FL 33431US

SUBJECT: TBC HQ LLLP  
REF: A09000000573

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Deborah Bruce  
Regulatory Specialist II

FAX Aud. #: H13000253018  
Letter Number: 613A00026657

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TBC HQ LLLP

H13000253018  
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SECRETARY OF STATE  
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Pursuant to the provisions of Section 620.1202 of the Florida Statutes, this Florida limited liability limited partnership whose Certificate of Limited Partnership was filed with the Florida Department of State on August 11, 2009, assigned document number A09000000573 adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

This Amendment is submitted to add the following provisions to its Certificate of Limited Partnership:

1. Prior to the payment in full of all obligations owed to BBX Asset Management, LLC ("BBX"), a Florida limited liability company, under the Settlement Agreement entered into by and between this Partnership, BBX and others on June 7, 2013 (the "Original Settlement"), as amended on or about the day hereof (the "Amendment to Settlement"), and as may be further amended from time to time (the Original Settlement, Amendment to Settlement and any further amendments thereto in accordance with its terms shall be referred to collectively as, the "Settlement Agreement"), this Partnership may not do or take any of the following actions without the prior written consent of BBX:

1. amend the Turbo Contract (as that term is defined in the Amendment to Settlement), other than as permitted in the Amendment to Settlement;

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- ii. enter into any new agreement to transfer, sell, and/or assign the TBC Property (as defined in the Settlement Agreement), other than one that would meet the definition of a TBC Contract as set forth in the Amendment to Settlement;
- iii. transfer, assign, and/or sell the TBC Property other than in accordance with the Turbo Contract or a TBC Contract; or
- iv. enter into any financing transaction that would encumber the TBC Property unless such financing transaction would result in the complete satisfaction of all obligations owed to BBX as set forth in the Settlement Agreement and the proceeds of such financing transaction are paid directly from the lender to BBX's attorney as set forth in the Settlement Agreement.

2. This Certificate may not be amended further prior to the payment in full of all obligations owed to BBX under the Settlement Agreement.

IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership has been executed by the General Partner of TBC HQ LLLP this 18 day of November, 2013.

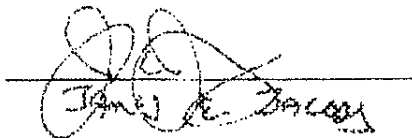
Witnesses:

GENERAL PARTNER:

TBC HQ Management LLC, a Florida limited liability company

By:

Steven A Sclarrella, Manager



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