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Account Name : MICHAEL A. SCHROEDER, P.L.  
Account Number : 120020000136  
Phone : (561) 241-0300  
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Email Address: mschroeder@schroederpl.com

**LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION  
HUB ASSOCIATES, LTD.**

Certificate of Status	0
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Page Count	04
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**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF  
HUB ASSOCIATES, LTD., A FLORIDA LIMITED PARTNERSHIP**

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The undersigned, General Partner, hereby amends and restates the Certificate of Limited Partnership of HUB ASSOCIATES, LTD., a Florida limited partnership, filed with the Secretary of State on December 1, 1995, as Amended by that certain Amendment to Certificate of Limited Partnership of HUB ASSOCIATES, LTD., a Florida limited partnership, filed with the Secretary of State on September 11, 2003, under document number A95000001851, to read in its entirety as follows:

1. The name of the Partnership is HUB ASSOCIATES, LTD.
2. The Partnership's original Certificate of Limited Partnership was filed with the Florida Secretary of State on December 1, 1995, the Partnership's Amendment to Certificate of Limited Partnership was filed on September 11, 2003.
3. The address of the office of the Partnership is 2900 University Drive, Coral Springs, Florida 33065.
4. The registered agent and registered address for the Partnership is HUB G.P. Inc., a Florida corporation, 2900 University Drive, Coral Springs, Florida 33065.
5. The name and business address of the sole general partner is HUB G.P. Inc., a Florida corporation, 2900 University Drive, Coral Springs, Florida 33065.
6. The mailing address of the Partnership is 2900 University Drive, Coral Springs, Florida 33065.
7. The duration of the Partnership is perpetual.
8. The Partnership is formed solely for the purpose of owning and operating the real property shopping center located at 900 through and including 928 North Federal Highway, Fort Lauderdale, Florida 33304 and legally described on Exhibit "A" attached hereto and made a part hereof (the "Property").
9. The Partnership may not have and will not acquire any assets other than those related to its interest in and operation of the Property.
10. Partnership shall not directly or indirectly create, incur or assume any indebtedness other than (i) all sums that are, or become, due and payable to Jefferies LoanCore LLC, a Delaware limited liability company ("Lender") in conjunction with that certain \$9,500,000.00 mortgage loan made by Lender to Partnership the repayment of which is secured by, among other things, the Property and (ii) unsecured trade payables incurred in the ordinary course of business relating to the ownership and operation of the Property and (iii) which

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in the case of such unsecured trade payables(A) are not evidenced by a note, (B) do not exceed, at any time, a maximum aggregate amount of two percent (2%) of the original amount of the principal sum of the Loan and (C) are paid within thirty (30) days of the date incurred, (iii) real estate taxes that are not overdue, and (iv) tenant allowances and capital expenditure costs otherwise permitted under the Loan Documents entered into in conjunction with the Loan and paid when due.

11. The Partnership must hold itself out as a separate legal entity, conduct business in its own name, hold regular meetings, use separate stationery, invoices, checks and logos and observe all entity-level formalities and record-keeping requirements.
12. The Partnership may not commingle its assets or funds with those of any other entity.
13. The Partnership must prepare separate tax returns and financial statements and maintain books, records and accounts separate and apart from any other entity.
14. The Partnership must pay its obligations and expenses from its own funds and allocate fairly any common employees or overhead shared with affiliates.
15. The Partnership must transact business with affiliates on an arm's length basis pursuant to written agreement.
16. The Partnership must have the unanimous consent of all partners for any dissolution, winding up or bankruptcy or insolvency filing.
17. The Partnership may not hereafter amend its Certificate of Limited Partnership with respect to any provision set forth in Section 8 through this Section 17 hereof until after the full payment and satisfaction of the Loan.
18. So long as the Loan remains outstanding, the General Partner of the Partnership does not have the authority to transfer the Property without the prior written consent of the Lender.
19. This Amended and Restated Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.1202, Florida Statutes.

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IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been executed by the sole new General Partner and by the sole disassociating General Partner of HUB ASSOCIATES, LTD. a Florida limited partnership.

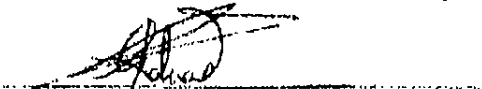
**GENERAL PARTNER:**

**HUB G.P. Inc., a Florida corporation**



BY: GISELSE RAHAEL  
ITS: PRESIDENT

**HUB PARTNERS, Inc., a Florida corporation**

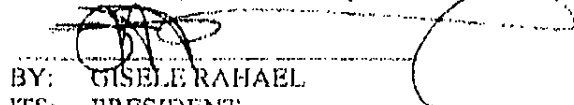


BY: GEORGE RAHAEL  
ITS: PRESIDENT

*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 obligations of my position as registered agent.*

Signature of Registered Agent:

**HUB G.P. Inc., a Florida corporation**



BY: GISELE RAHAEL  
ITS: PRESIDENT

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EXHIBIT "A"

Tracts A, B, C and D, of RESUBDIVISION OF PORTIONS OF BLOCKS 217 AND 218, PROGRESSO, according to the Plat thereof, as recorded in Plat Book 42, Page 12, of the Public Records of Broward County, Florida.

Together with the West One-Half of that certain vacated Northeast 7th Avenue, lying Easterly of and adjacent to said Tracts A, B and C, as described in Ordinance No. C-12-36 recorded in Official Records Book 49189, Page 1304, as affected by Affidavit recorded in Official Records Book 50163, Page 1625, together with Resolution to Adopt Vacation recorded in Official Records Book 50471, Page 1686, all of the Public Records of Broward County, Florida.

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