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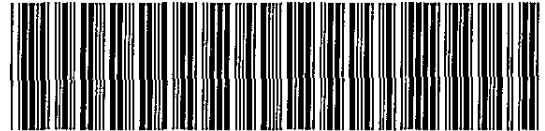
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 135531 5042714

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 35.00

ORDER DATE : June 17, 2003

ORDER TIME : 12:31 PM

ORDER NO. : 135531-020

CUSTOMER NO: 5042714

CUSTOMER: Ms. Laurie W. Matthews
Healthcare Realty Trust
3310 West End Avenue
Suite 700
Nashville, TN 37203

FOREIGN FILINGS

NAME: CAPSTONE CAPITAL OF OCOEE,
INC.

*File
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XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

CAPSTONE CAPITAL OF OCOEE, INC.

**JOINT CONSENT OF THE
BOARD OF DIRECTORS AND OF THE SOLE SHAREHOLDER
IN LIEU OF SPECIAL MEETING**

May 15, 2003

The undersigned, David R. Emery, being the sole Director of **CAPSTONE CAPITAL OF OCOEE, INC.**, an Alabama corporation (the "Corporation"), and the undersigned, Roger O. West, representing the sole Shareholder, Healthcare Realty Trust Incorporated, a Maryland corporation, do hereby give written consent to the adoption of, and do hereby adopt, the following resolutions:

WHEREAS, the Director and the Shareholder desire to change the name of the Corporation from Capstone Capital of Ocoee Inc. to HR of Ocoee, Inc.; and

WHEREAS, the Director and the Shareholder hereby direct that the name of the Corporation be, and it hereby is changed to HR of Ocoee, Inc., and the Secretary of the Corporation is hereby authorized and directed to have prepared, executed and filed with the Alabama Secretary of State and the Clerk of the Probate Court of Jefferson County, Alabama, an amendment to the Corporation's Articles of Incorporation reflecting the new name; and

WHEREAS, the Director and Shareholder authorize the Secretary to file such amendments as are necessary to effect the name change in all States in which the Corporation is qualified to do business.

WHEREAS, the Director and the Shareholder also wish to change the Corporation's registered agent and registered office address from The Corporation Company, whose address is 2000 Interstate Parkway Drive, Montgomery, Alabama 36104, to the Corporation Service Company, whose address is 150 South Perry Street, Montgomery, Alabama 36104; and

WHEREAS, the Director and the Shareholder wish to change the Corporation's registered agent and registered office address in the State of Ocoee from NRAI Services, Inc. at 525 East Park Avenue, Tallahassee, Florida 32301 to the Corporation Service Company, whose address is 1201 Hays Street, Tallahassee, Florida 32301; and

WHEREAS, the Director and Shareholder further direct that the Bylaws of the Corporation be amended to reflect the new name of the Corporation.

RESOLVED, by the Director and the Shareholder that the name of the Corporation be, and it is hereby, changed to HR of Ocoee, Inc., and the Secretary of the Corporation is hereby authorized and directed to have prepared, executed and filed with the Alabama Secretary of State and the Clerk of the Probate Court of Jefferson County, Alabama, an amendment to the Articles of Incorporation reflecting the Corporation's new name; the new registered agent as Corporation Service Company and new registered office address as 150 South Perry Street, Montgomery, Alabama 36104, the form of which is attached hereto as Exhibit A and

RESOLVED, by the Director and the Shareholder that the Secretary of the Corporation is further authorized and directed to have prepared, executed and filed with the Florida Department of State an amendment to the Application to Qualification to Transact Business reflecting the Corporation's new name; the new registered agent as Corporation Service Company and new registered office address as 1201 Hays Street, Tallahassee, Florida 32301, the form of which is attached hereto as Exhibit A-1 and

FURTHER RESOLVED, by the Director and the Shareholder that they do hereby direct that the Bylaws of the Corporation be amended to reflect the new name of the Corporation; the form of which amendment is attached hereto as Exhibit B.

IN WITNESS WHEREOF, the undersigned have signed this Consent dated as of the date first written above.



David R. Emery, Sole Director

**Healthcare Realty Trust Incorporated
Shareholder:**

By: 

Roger O. West
Executive Vice President

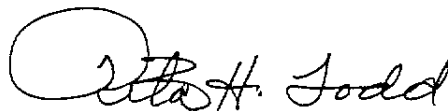
Exhibit B

Amendment to the Bylaws of
CAPSTONE CAPITAL OF OCOEE, INC.

In accordance with Article VII, the Bylaws of the Corporation are hereby amended to reflect the change of name of the Corporation from Capstone Capital of Ocoee, Inc. to:

HR OF OCOEE, INC.

This amendment was approved by written consent by the sole director and sole shareholder of the Corporation on May 15, 2003 and filed with the minute books of this Corporation.


Rita H. Todd, Secretary

Dated this the 15th day of May, 2003.

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Capstone Capital of Ocoee, Inc. incorporated in Jefferson County, Birmingham, Alabama on April 29, 1998; that on June 24, 2003, the name Capstone Capital of Ocoee, Inc. was changed to HR of Ocoee, Inc. I further certify that the records do not disclose that said HR of Ocoee, Inc. has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

07/03/03

Date

Nancy L. Worley
Nancy L. Worley

Secretary of State