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**H. B. Showe Builders of Florida, Inc.**

1225 Dublin Road • Columbus, Ohio 43215  
Phone (614) 481-8106  
FAX (614) 481-3416

August 3, 2000

Florida Department of State  
Division of Corporations  
Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

Ladies and Gentlemen:

H. B. Showe Builders of Florida, Inc. is a Florida for-profit corporation that is presently active and in good standing. Enclosed are two original copies of Articles of Amendment to the Articles of Incorporation of H. B. Showe Builders of Florida, Inc. that we wish to file. I would appreciate it if you will certify one of these copies and return it to me in the pre-paid Federal Express envelope that is also enclosed with this letter.

I also need to obtain three original Certificates of Status for this corporation, showing that it is in good standing with the Florida Department of State. If possible, please send those Certificates back to me in the same pre-paid envelope. I have enclosed a check in the amount of \$70.00 to cover the cost of filing this amendment (\$35.00), the cost of certifying the copy (\$8.75), and the cost of the three Certificates of Status ( $\$8.75 \times 3 = \$26.25$ ).

If you have any questions or need further information from me, you may call me at (614) 481-8106, ext. 131. Thank you for your attention to this matter.

Very truly yours,



Steven J. McCoy  
General Counsel

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Amend

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. PAYNE

AUG 16 2000

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
H. B. SHOWE BUILDERS OF FLORIDA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, H. B. Showe Builders of Florida, Inc., a Florida corporation, adopts the following Articles of Amendment to its Articles of Incorporation, which Articles of Incorporation (the "Original Articles") were originally filed with the Secretary of State of Florida on April 11, 1983:

**FIRST:** Article Fourth of the Original Articles is hereby amended to read as follows:

"FOURTH: The purpose for which the corporation was originally organized was to engage in the transaction of any and all lawful business for which corporations could be incorporated under the provisions of the Florida General Corporation Act. From and after April 25, 2000, the business and purpose of H. B. Showe Builders of Florida, Inc. has consisted and shall consist solely of the acquisition, operation and disposition of a certain 2.75 acre tract of land, more or less, that is improved with a three-story office building and related improvements and is commonly known as 1600 Watermark Drive, Columbus, Ohio (the "Property") and entering into a loan transaction (the "Loan") with LaSalle Bank National Association (the "Lender") in which the corporation will borrow certain monies in the approximate amount of Three Million Four Hundred Fifty Thousand Dollars (\$3,450,000) from the Lender. The corporation shall not hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real or personal property other than the Property and such incidental personal property as may be necessary for the operation of the Property. Additionally, the corporation shall not become a shareholder of or a member or partner in any entity that acquires any property other than the Property and such incidental personal property. Further, the corporation shall:

(a) maintain its assets, accounts, books, records, financial statements, stationery, invoices, and checks separate from and not commingled with any of those of any other person or entity;

(b) , conduct its own business in its own name, pay its own liabilities out of its own funds, allocate fairly and reasonably any overhead for shared employees and office space, and maintain an arm's length relationship with its affiliates;

(c) hold itself out as a separate entity, correct any known misunderstanding regarding its separate identity, maintain adequate capital in light of its contemplated business operations, and observe all organizational formalities;

(d) not guarantee or become obligated for the debts of any other entity or person or hold out its credit as being available to satisfy the obligations of others, including not acquiring obligations or securities of its partners, members or shareholders;

(e) not pledge its assets for the benefit of any other entity or person or make any loans or advances to any person or entity; and

(f) not incur any debt other than (i) the Loan and (ii) trade payables incurred in the ordinary course of business.

Until such time as the Loan has been repaid in full, the corporation shall not amend, modify, terminate or fail to comply with these provisions of the corporation's amended Articles of Incorporation and the similar provisions of the corporation's amended By-Laws without the prior written consent of the Lender."

**SECOND:** Article Seventh of the Original Articles is hereby amended to read as follows:

"SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

H. Burkley Showe

1225 Dublin Road  
Columbus, Ohio 43215

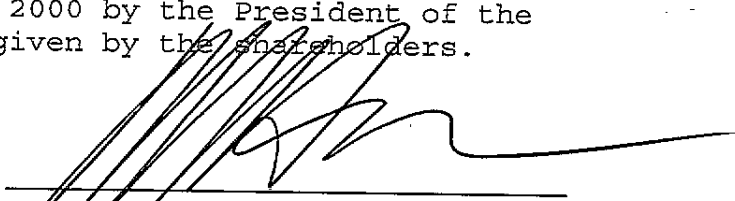
The number of directors of the corporation may be changed from time to time by the vote of shareholders holding a

majority of the issued and outstanding shares of the corporation. Any other or additional person that is elected to serve as a director of the corporation shall serve until the next annual meeting of the shareholders or until his successor is elected and shall qualify."

**THIRD:** The date of adoption of the foregoing amendments is July 31, 2000.

**FOURTH:** The foregoing amendments were all approved by the shareholders. The number of votes cast in favor of the amendments was sufficient for their approval.

Signed this 31<sup>st</sup> day of July, 2000 by the President of the corporation pursuant to authority given by the shareholders.

  
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H. Burkley Showe, President