

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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UERT-Skipper Palms, LLC

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Signature

Requested by:

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☐ Fictitious Name File
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 20, 2000

CAPITAL CONNECTION, INC.

SUBJECT: UIRT - SKIPPER PALMS, L.L.C.
Ref. Number: L00000000392

We have received your document for UIRT - SKIPPER PALMS, L.L.C. and your check(s) totaling \$57.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The amended and restated articles of organization must be signed by a member or an authorized representative of a member. The document was signed by Steven Hamner as the incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 100A00002790

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 2000

CAPITAL CONNECTION, INC.

SUBJECT: UIRT - SKIPPER PALMS, L.L.C.
Ref. Number: L00000000392

We have received your document for UIRT - SKIPPER PALMS, L.L.C. and your check(s) totaling \$57.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the original date of filing/authorization in Florida.

A statement that the document was duly executed and filed in accordance with section 608.411, Florida Statutes, must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 900A00002537

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FLORIDA
DEPARTMENT OF STATE

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
UIRT - SKIPPER PALMS, L.L.C.**

The undersigned, being the incorporator of UIRT - Skipper Palms, L.L.C., a Florida limited liability company, does hereby certify that a special meeting of the Members of said company was duly held at 5847 San Felipe, Suite 850, Houston, Texas, on the 12th day of January, 2000, and that the following resolution was approved, ratified and confirmed by the members of the corporation to amend Articles of Organization filed January 11, 2000, the amendment and restatement of which were duly executed and are being filed in accordance with Section 608.411, Florida Statutes:

RESOLVED, that, the Articles of Organization be, and the same are hereby,
amended and restated as follows:

ARTICLE I - NAME

The name of the limited liability company (the "Company") shall be:

UIRT - Skipper Palms, L.L.C.

ARTICLE II - DURATION

The limited liability company shall have perpetual duration.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The principal place of business and the address of the Company shall be 5847 San Felipe, Suite 850, Houston, Texas 77057, and its mailing address is the same.

ARTICLE IV - PURPOSE

The nature of the business and of the purposes to be conducted and promoted by the limited liability company, is to engage solely in the following activities:

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(a) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the property described on attached Exhibit "A" (the "Property"); and

(b) To exercise all powers enumerated in the Limited Liability Company Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Dennis P. Johnson, 100 East Main Street, Lakeland, Florida 33801.

ARTICLE VI - PROHIBITED ACTIVITIES

(a) The limited liability company shall only incur indebtedness in an amount necessary to acquire, own, operate and maintain the Property.

(b) At any time a mortgage lien in favor of First Union National Bank, or its successors, or assigns (the "First Mortgage") exists on any portion of the Property, the limited liability company shall not incur, assume, or guaranty any other indebtedness.

(c) The limited liability company shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity at any time the First Mortgage exists on any portion of the Property.

(d) For so long as the First Mortgage exists on any portion of the Property, the limited liability company will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of

all of the members of the limited liability company and the consent of the holder of the First Mortgage.

(e) No material amendment to these articles of organization or the Regulations (as hereinafter defined) may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

ARTICLE VII - ADDITIONAL MEMBERS

The Members may admit to the Company additional Members to participate in the profits, losses, available cash flow, and ownership of the assets of the Company on such terms as are determined by all of the Members, but subject to the terms of the First Mortgage. Admission of any such additional Member(s) requires the written consent of all Members then having any interest in the Company. Any additional Members are allocated gain, loss, income or expense by the method provided in the Regulations, and if no method is specified, then as may be permitted by Section 706(d) of the Code.

ARTICLE VIII - CONTINUATION OF BUSINESS

To the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of the remaining members is sufficient to continue the existence of the limited liability company. If such vote is not obtained, for so long as the First Mortgage exists on any portion of the Property, the limited liability company shall not liquidate the property without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property. Such holders may continue to exercise all of their rights under the existing security agreements or mortgages until the debt underlying the First Mortgage has been paid in full or otherwise completely discharged.

ARTICLE IX - INDEMNIFICATION

Any indemnification of the limited liability company's members shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the limited liability company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

ARTICLE X - COVENANTS OF OPERATION OF BUSINESS

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these articles of organization, the limited liability company shall conduct its affairs in accordance with the following provisions:

(a) It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any of its members or affiliates and shall allocate fairly and reasonably any overhead for shared office space.

(b) It shall maintain records and books of account separate from those of any member or affiliate.

(c) It shall observe all limited liability company formalities.

(d) It shall not commingle assets with those of any member or affiliate; provided, however, the limited liability company's funds may be maintained and disbursed from a community or "sweep" account with other funds of members of affiliates so long as the funds of the limited liability company are separately identified or identifiable.

(e) It shall conduct its own business in its own name.

(f) It shall maintain financial statements separate from any member or affiliate.

(g) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any member or affiliate.

- (h) It shall maintain an arm's length relationship with any member or affiliate.
- (i) It shall not guarantee or become obligated for the debts of any other entity, including any member or affiliate, or hold out its credit as being available to satisfy the obligations of others.
- (j) It shall use stationery, invoices and checks separate from any member or affiliate.
- (k) It shall hold itself out as an entity separate from any member of affiliate.
- (l) It shall have a corporate, managing member which shall be organized to be a single purpose, "bankruptcy remote" entity with organizational documents substantially similar to the organizational documents of the current corporate managing member of the limited liability company.

For the purpose of this Article X, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the limited liability company including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any partner or employee of the limited liability company, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this limited liability company, or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

ARTICLE XI - MANAGEMENT

The Company is to be managed by one (1) manager (the "Manager"), which shall also be a member. The Manager shall be Skipper Palms Properties, Inc., a Florida corporation, until its successor is elected subject to the terms hereof and the terms of the First Mortgage.

ARTICLE XI - REGULATIONS

The Members of the Company shall hereafter adopt the Regulations (the "Regulations") setting forth all the terms, provisions, conditions and covenants by which the Company will be governed;

provided, however, the terms of these Articles of Organization shall control in the event of any conflict or inconsistency with the Regulations. The power to adopt, alter, amend or repeal the Regulations shall be vested in the Members of the Company by unanimous written consent, but subject to the terms of Article VI hereof and the terms of the First Mortgage.

IN WITNESS WHEREOF, the undersigned, as **member** hereby executes these articles of organization this 17th day of January, 2000.

(Member)
UNITED INVESTORS REALTY TRUST
a Texas real estate investment trust

By: [Signature] (SEAL)
R. Steven Hamner, VP-CEO

SKIPPER PALMS PROPERTIES, INC.
a Florida corporation

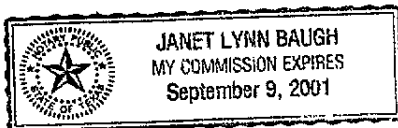
By: [Signature] (SEAL)
R. Steven Hamner
As its President

STATE OF TEXAS
COUNTY OF HARRIS

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared R. STEVEN HAMNER, as VP-CEO of United Investors Realty Trust, a Texas real estate investment trust, for and on behalf of the same, who [] is personally known to me or who [] has produced _____ as identification.

WITNESS my hand and official seal this 17th day of January, 2000.

(NOTARIAL SEAL)



[Signature]
Notary Public

My Commission Expires: 9-9-2001

STATE OF TEXAS
COUNTY OF HARRIS

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared R. STEVEN HAMNER, as President of Skipper Palms Properties, Inc., a Florida corporation, for and on behalf of the corporation, who ☒ is personally known to me or who ☐ has produced _____ as identification.

WITNESS my hand and official seal this 17th day of January, 2000.

(NOTARIAL SEAL)



Janet Lynn Baugh
Notary Public
My Commission Expires: 9-9-2001

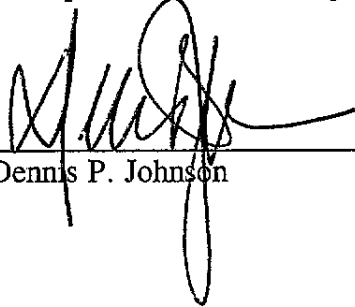
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APPROVED
JAN 17 2000
11:41 AM

ACCEPTANCE

Having been named to accept service of process for UIRT - Skipper Palms, L.L.C., at the place designated as stated in these Articles of Organization, I hereby agree to act in this capacity, and 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 duties and obligations of Chapter 608, Florida Limited Liability Company Act.

Dated this 18 day of January, 2000.



Dennis P. Johnson

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EXHIBIT "A"

Parcel 1:

A tract of land lying in the Northwest 1/4 of the Northwest 1/4 of Section 5, Township 28 South, Range 19 East, Hillsborough County, Florida, more particularly described as commencing at the Northwest corner of said Section 5; thence run South 02° 52' 00" East along the West boundary of said Section 5, a distance of 770.70 feet; thence North 89° 48' 24" East, a distance of 220.0 feet for the Point of Beginning; thence North 89° 26' 42" East a distance of 1023.16 feet to the westerly right of way line of Livingston Avenue; thence South 00° 27' 50" East, along the westerly right of way line of Livingston Avenue a distance of 453.85 feet; thence South 89° 26' 42" West a distance of 325.91 feet; thence South 00° 38' 50" East a distance of 143.0 feet to the northerly right of way line of Skipper Road; thence South 89° 26' 42" West along the northerly right of way line of Skipper Road a distance of 338.73 feet; thence North 00° 33' 18" West a distance of 142.87 feet; thence South 89° 26' 42" West a distance of 339.0 feet, thence North 02° 57' 21" West a distance of 454.38 feet to the point of beginning.

Parcel 2:

A tract of land lying in the Northwest 1/4 of the Northwest 1/4 of Section 5, Township 28 South, Range 19 East, Hillsborough County, Florida, more particularly described as commencing at the Northwest corner of said Section 5; thence run South 02° 52' 00" East, along the West boundary of said Section 5, a distance of 770.70 feet; thence North 89° 48' 24" East, a distance of 220.0 feet; thence South 02° 52' 00" East 454.38 feet; thence North 89° 26' 42" East, a distance of 159.0 feet for the Point of Beginning; thence continue North 89° 26' 42" East a distance of 180.0 feet; thence South 00° 33' 18" East, a distance of 142.87 feet to the northerly right of way line of Skipper Road; thence South 89° 26' 42" West along the northerly right of way line of Skipper Road a distance of 180.0 feet; thence North 00° 33' 18" West a distance of 51.0 feet; thence South 89° 26' 42" West a distance of 19.50 feet; thence North 00° 33' 18" West a distance of 40.0 feet; thence North 89° 26' 42" East, a distance of 19.50 feet; thence North 00° 33' 18" West a distance of 51.87 feet to the Point of Beginning.

Parcel 3:

A tract of land lying in the Northwest 1/4 of the Northwest 1/4 of Section 5, Township 28 South, Range 19 East, Hillsborough

County, Florida, more particularly described as commencing at the Northwest corner of the Northwest 1/4 of said Section 5, thence South 02° 52' 00" East (assumed bearing) along the West boundary of said Section 5, a distance of 380.33 feet; thence East 1064.15 feet along the South boundary of Clewell Heights Subdivision First and Second Additions, according to the plats thereof recorded in Plat Book 40, pages 55 and 70, of the public records of Hillsborough County, Florida, thence South 00° 32' 00" East along the West boundary of a Tampa Electric Company tract a distance of 100.00 feet; thence South 00° 27' 53" East a distance of 274.88 feet; thence East a distance of 169.23 feet to a point of curvature; thence on an arc to the left a distance of 39.47 feet with a radius of 25.00 feet, subtended by a chord of 35.51 feet, chord bearing North 44° 46' 04" East, to a point on curve, said point being on the West right of way line of Livingston Avenue, thence South 00° 27' 53" East along said West right of way line of Livingston Avenue a distance of 100 feet to a point on a curve, thence on an arc to the left in a northwesterly direction a distance of 39.07 feet with a radius of 25.0 feet; subtended by a chord of 35.21 feet, chord bearing North 45° 13' 56" West to a point of tangency; thence West a distance of 151.29 feet; thence South 00° 27' 53" East a distance of 230.0 feet; thence East a distance of 176.09 feet to a point on the West right of way line of Livingston Avenue; thence South 00° 27' 53" East along said West right of way line of Livingston Avenue a distance of 178.73 feet for a point of beginning; thence continue South 00° 27' 53" East along said right of way line a distance of 101.00 feet; thence South 21° 34' 31" West a distance of 45.31 feet to a point 47.00 feet North of the centerline of construction of Bearss Avenue/Skipper Road, per Hillsborough County Project Number 82-37-R; thence South 89° 31' 20" West parallel to said centerline of construction a distance of 158.69 feet; thence North 00° 35' 20" West a distance of 143.00 feet; thence North 89° 31' 20" East a distance of 176.01 feet to the point of beginning; less any parts thereof conveyed to Hillsborough County for the rights of way of Livingston Avenue and Bearss Avenue/Skipper Road.