



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, Florida 32301  
(850) 681-6528

**HOLD**  
FOR PICKUP BY  
UCC SERVICES  
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**L000000008653**

813396/5500C

September 18, 2000

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

T W Riverside LLC

**Filing Evidence**

- ☐ Plain/Confirmation Copy  
☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy  
☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status  
☐ Certificate of Good Standing  
☐ Articles Only  
☐ All Charter Documents to Include Articles & Amendments  
☐ Certificate of Fictitious Name  
☐

APPROVED  
AND  
FILED  
00 SEP 18 PM 2:01  
RECEIVED  
00 SEP 18 AM 10:23  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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JB  
9-27-00



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 18, 2000

UCC FILING & SEARCH SERVICES

SUBJECT: T W RIVERSIDE LLC  
Ref. Number: L00000008653

We have received your document for T W RIVERSIDE LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following:

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

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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: 500A00049132

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TALLAHASSEE, FLORIDA

T W RIVERSIDE LLC  
AMENDED AND RESTATED ARTICLES OF ORGANIZATION

BY THESE AMENDED AND RESTATED ARTICLES the undersigned member forms a limited liability company under Florida law:

1. RESTATEMENT. The name of this limited liability company is T W RIVERSIDE LLC. The initial articles of organization were filed on July 21, 2000. These articles were duly executed and are being filed in accordance with §608.411 Florida Statutes.
2. ADDRESS. The mailing address of the principal office of the company is 1717 Tenth Way, Sarasota, Florida 34236 and the street address is the same.
3. REGISTERED AGENT. The name of the initial registered agent is Henry P. Trawick, Jr. The agent's address is 2033 Wood Street, Suite 218, Sarasota, Florida 34237.
4. MANAGEMENT. The company is to be a manager managed company. The member reserves the right to change managers from time to time. The manager shall be an outside corporation until the loan assumed by the company held by State Street Bank & Trust Company, as Trustee for Credit Suisse First Boston Mortgage Securities Corp. Commercial Mortgage Pass-Through Certificates series 1998-C1 is fully paid. The articles of incorporation of any manager shall contain provisions substantially identical to Articles 6 through 10 of the articles of incorporation of Clover Realty, Inc.
5. OPERATING AGREEMENT. The power to adopt, alter, amend or repeal the operating agreement of the company shall be vested in the members of the company. The operating agreement shall not be amended until the loan, herein called the mortgage debt, assumed by the company and made by State Street Bank & Trust Company, as Trustee for Credit Suisse First Boston Mortgage Securities Corp. Commercial Mortgage Pass-Through Certificates series 1998-C1 is paid in full or the change is approved by State Street Bank & Trust Company, as Trustee aforesaid.
6. PURPOSE. The sole purpose of the business to be conducted by the company is to purchase real property in Manatee County, Florida commonly known as the Riverside Medical Center, herein called the property, and to own, hold, sell, operate, lease, mortgage and otherwise deal with the property and to exercise all powers granted to limited liability companies in Florida that are necessary or convenient for this purpose.

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7. DEBT LIMITATION. Until the mortgage debt is fully paid, the company:

- (a) Shall incur debt only in an amount necessary to acquire, operate and maintain the property.
- (b) Shall not incur, assume or guarantee any other debt.
- (c) Shall not dissolve, liquidate, consolidate, merge with or into any other entity, or convey or transfer substantially all of its properties and assets or transfer any of its beneficial interests to any entity.
- (d) Shall not voluntarily begin a proceeding 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 managers of the company.
- (e) Shall not make any material amendment to these articles of organization or to the operating agreement without first obtaining approval of the person holding the mortgage debt.
- (f) Shall not indemnify any of the members of the company for any purpose.

8. SEPARATE COVENANTS. As long as the mortgage debt is not fully paid and to preserve the company's separate and distinct identity, the company:

- (a) Shall establish and maintain an office through which its business is conducted separate and apart from that of any member or affiliate and shall allocate fairly and reasonably any overhead for shares of office space.
- (b) Shall maintain records and books of accounts separate from those of any member or affiliate.
- (c) Shall observe all limited liability company formalities.
- (d) Shall not commingle assets with those of any member or affiliate.
- (e) Shall conduct its own business in its own name.

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- (f) Shall maintain financial statements separate from any member or affiliate.
- (g) Shall pay any liabilities out of its own funds, including salaries of any employees, and not out of funds of any member or affiliate.
- (h) Shall maintain an arms length relationship with any member or affiliate.
- (i) 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 any other entity.
- (j) Shall use stationary, invoices and checks separate from any member or affiliate.
- (k) Shall not pledge its assets for the benefit of any other entity, including any member or affiliate.
- (l) Shall hold itself out as an entity separate from any member or affiliate.

The term affiliate means any persons controlling or controlled by or under common control with the limited liability company, including without limitation (1) any person who has a familial relationship by blood, marriage or otherwise with any member or employee of the limited liability company or any affiliate of it and (2) any person who receives compensation for administrative, legal or accounting services from the company or any affiliate. Control means the power to direct the management and policies of a person, directly or indirectly whether through the ownership of voting securities, by contract or otherwise and the terms controlling and controlled have meanings co-relative to the foregoing. Person means any natural person, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary), unincorporated organization, governmental entity or any agency or political subdivision of the governmental entity.

9. DISSOLUTION. The company shall not be dissolved because any member ceases to be a member for any reason. The company shall not be dissolved as long as the mortgage debt is not fully paid without the written approval of the person holding the mortgage debt.

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10. VOTING. The member and the outside manager shall take into account the interests of the company's creditors, as well as the interest of the members, in all votes and regardless of whether the company is solvent or insolvent.

DATED on September 14, 2000.

TENTH WAY CORPORATION

By G. David Walters  
As Vice President  
As Member

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TALLAHASSEE, FLORIDA

LAW OFFICES  
HENRY P. TRAWICK, P.A.  
2033 WOOD STREET  
SUITE 218  
SARASOTA, FLORIDA 34237

TELEPHONE (941) 366-0660  
FAX (941) 366-8941

PLEASE REPLY TO:  
P. O. BOX 4019  
SARASOTA, FLORIDA 34230

September 25, 2000

Mr. David Mann  
Assistant Secretary of State  
The Capitol, PL-2  
Tallahassee, Florida 32399

Dear Mr. Mann:

You have received a well deserved promotion. My reason for sending you this letter is The Florida Bar Journal no longer lists the person who is the head of the Division of Corporations. Please deliver this letter to him or the other appropriate person to handle my complaint.

I sent amended and restated articles of organization, a copy of the first page being enclosed, to DOS on September 15, 2000. I received the enclosed response dated September 18, 2000 from Trevor Brumbley. I do not quarrel with the issue Brumbley raised on §608.411 Florida Statutes, but Brumbley insisted that §608.407 required a statement beneath the signature that the person was a member. That statement is contained in the commencement of the articles where it says "...the undersigned member..." I believe this is a sufficient compliance with the statute and that Brumbley was just being overly technical or could not read and comprehend.

I would like for the person to whom you refer this letter to tell me why the statute requires "as member" beneath the signature.

Many thanks. I hope you are doing well.

Yours very truly,

Henry P. Trawick, Jr.

HPT/jam

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