

**L00000013121**

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
EIRE ROCHESTER FLORIDA II L.L.C.**

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AUG. 26 2010

**EXAMINER**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
EIRE ROCHESTER FLORIDA II L.L.C.  
(a Florida limited liability company)

WHEREAS, the Articles of Organization of Eire Rochester Florida II L.L.C. (the "Company") were filed on October 25, 2000 with the Division of Corporations, State of Florida under File No. L00000013121; and

WHEREAS, the Company amended and restated the Articles of Organization pursuant to the terms of the Amended and Restated Articles of Organization for the Company filed on January 11, 2001 with the Division of Corporations, State of Florida under File No. H0100005022; and

WHEREAS, the Company desires to further amend and restate each and every Article of Organization.

NOW, THEREFORE, the undersigned Member does hereby amend and restate the Articles of Organization as follows:

1. The name of the limited liability company is Eire Rochester Florida II L.L.C. (the "Company").
2. The mailing address and street address of the principal office of the Company is: c/o Broadstone Real Estate, LLC, c/o Robert C. Tait, 140 Clinton Square, Rochester, New York 14604.
3. The address of its registered office is 1540 Glenway Drive, Tallahassee, Florida 32301. The name of the registered agent at such address is Incorporating Services, Ltd.

New Registered Agent's Signature:

*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 positions as registered agent as provided in Chapter 608, F.S.*

  
Signature of New Registered Agent

4. The Company is to be member managed company and the name of such member is Broadstone ADTB Rochester, LLC, a Delaware limited liability company whose address is c/o Broadstone Real Estate, LLC, 140 Clinton Square, Rochester, New York 14604, Attn: Robert C. Tait.

5. The purposes and powers of the Company shall be limited to engaging in all lawful acts or activities in connection with (i) acquiring and owning (of record and/or the beneficial interest in) the real estate and improvements located at 265 Thruway Park Drive in the Town of Henrietta, County of Monroe, State of New York (the "Property"), (ii) entering into a transaction with the County of Monroe Industrial Development Agency ("COMIDA") and leasing the Property from COMIDA, (iii) leasing and/or subleasing the Property to ADT Security Services, Inc., and (iv) mortgaging, constructing, renovating, managing, maintaining, repairing, selling, operating, financing or otherwise dealing with the Property.

6. The Company shall observe and abide by the terms and conditions of its operating agreement (the "Operating Agreement"). So long as the loan made to the Company by Legg Mason Real Estate Services, Inc, and assigned to Wells Fargo Bank Northwest, National Association, as Trustee, for that certain Legg Mason Mortgage Capital Corporation Lease-Backed Commercial Mortgage Pass-Through Trust, Series 2001-CTL-13, or an affiliate, successor or assign thereof in connection with the financing of the Property (the "Loan" and the "Lender" as defined in the Operating Agreement), is outstanding, in addition to all other restrictions on the Company's activities contained in the Operating Agreement, the Company may not, without both the approval of its Member, and the express prior written consent of the Lender in Lender's sole discretion:

- (a) engage in any business or activity other than as set forth in Section 5 hereof; or
- (b) voluntarily dissolve or liquidate in whole or in part, consolidate or merge with any other entity or sell all or substantially all of the Company's assets; or
- (c) amend these Articles of Organization or Section 2.3 of the Operating Agreement in any manner or make any other amendment to the Operating Agreement contrary to the provisions of any document evidencing or securing the Loan; or
- (d) borrow money or incur indebtedness (except for the Loan) other than normal trade accounts payable and any other indebtedness expressly permitted by the documents evidencing and securing the Loan.

7. Any and all obligation of the Company to indemnify, reimburse or make any payment of any kind to any Indemnified Person (as defined in the Operating Agreement) whether contained in the Operating Agreement or otherwise arising shall be fully subordinated to the Loan and shall not in any way constitute a claim against the Company in the event that cash flow in excess of amounts necessary at any time or from time to time to pay the Loan is insufficient to pay such obligations.

(SIGNATURE PAGE FOLLOWS)

IN WITNESS WHEREOF, the undersigned has duly executed, in accordance with section 608.411, of the Florida Statutes, these Articles of Amendment to the Articles of Organization of Eire Rochester Florida II L.L.C., this 20<sup>th</sup> day of August, 2010.

**BROADSTONE ADTB ROCHESTER, LLC,**  
a Delaware limited liability company,  
Its: Sole Member

By: Broadstone Net Lease, LLC,  
a New York limited liability company,  
its sole member

By: Broadstone Net Lease, Inc.,  
a Maryland corporation,  
its managing member

By:   
\_\_\_\_\_  
Amy L. Tait, Chief Executive Officer