

L000000013959

Florida Department of State  
Division of Corporations  
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## LIMITED LIABILITY AMENDMENT

MLOP PROPERTIES, LLC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 DEC -5 AM 7:53

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$55.00

ARTICLES OF AMENDMENT TO  
ARTICLES OF ORGANIZATION  
OF  
MLOP PROPERTIES, LLC

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Pursuant to the provisions of F.S. 608.411, this limited liability company adopts the following articles of amendment to its articles of organization:

The undersigned, for the purpose of amending the Articles of Organization of **MLOP Properties, LLC**, a limited liability company under the laws of Florida, submits the following Articles of Amendment:

1. **Name.** The name of the limited liability company is **MLOP Properties, LLC**, as assigned Document # H00000059408 on November 13, 2000.

2. **Text of Amendment.** A new Article V, Purpose, is hereby added to the original Articles of Organization as follows:

The purpose for which the limited liability company is organized is to solely hold an interest as a shareholder in MLOP, Inc., a Florida corporation. The sole purpose of MLOP, Inc., is to acquire, manage, lease, own and hold the Marsh Landing Office Park (1300 Building) (the "Project") located in Duval County, Florida, situate on certain real property as more particularly described on Exhibit "A" attached hereto and by this referenced incorporated herein and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same and shall not engage in unrelated business activities. In furtherance of these objectives, the limited liability company shall likewise take any and all actions and do any and all things necessary or appropriate to the accomplishment of same and shall not engage any in unrelated business activities.

MLOP, Inc. plans to obtain a loan from GMAC Commercial Mortgage Corporation (the "Lender" and shall also mean its successors or assigns) pursuant to a loan commitment dated November 9, 2000 (the "Loan"). During the term of the Loan the limited liability company shall at all times observe the applicable legal requirements for the recognition of the limited liability company as a legal entity separate from any other person or entity, including without limitation, as follows:

1. The limited liability company shall not engage in any business or activity other than those necessary to carry on in an ordinary course of business its sole purpose as a shareholder in MLOP, Inc. in furtherance of the acquisition, management, leasing, ownership and holding of the Project by MLOP, Inc.;

2. The limited liability company shall not engage in any dissolution, liquidation, consolidation, merger or asset sale or amendment to its organizational documents;

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3. The limited liability company shall not incur any additional debt other than in the ordinary and normal course of business;
4. The limited liability company shall remain qualified to do business under the applicable law of the State of Florida;
5. The limited liability company shall abide by the following separateness covenants and :
  - a. Maintain books and records separate from any other person or entity;
  - b. Maintain its accounts separate from those of any other person or entity;
  - c. Shall not commingle assets with those of any other entity;
  - d. Shall conduct its own business in its own name;
  - e. Shall maintain separate financial statements;
  - f. Shall pay its own liabilities out of its own funds;
  - g. Shall observe all corporate formalities and other formalities required by the organizational documents;
  - h. Shall maintain an arm's-length relationship with any of its affiliates;
  - i. Shall pay the salaries of its own employees and maintain a separate number of employees in light of its contemplated business operations;
  - j. Shall not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
  - k. Shall not acquire obligations or securities of its shareholders or affiliates;
  - l. Shall allocate fairly and reasonably any overhead for shared office space;
  - m. Shall use separate stationery, invoices, and checks;
  - n. Shall not pledge its assets for the benefit of any other entity or make any loan or advance to any entity;
  - o. Shall hold itself out as a separate entity;
  - p. Shall correct any known misunderstanding regarding its separate identity; and
  - q. Shall maintain adequate capital in light of its contemplated business operations.

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3. **Date of Adoption of Amendment.** This amendment was adopted the 30<sup>th</sup> day of November, 2000, to be effective on the date these Articles of Amendment are filed by the Department of State.

4. **Member Action.** This amendment was adopted by the sole member of the limited liability company. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the sole member of the limited liability company has executed these Articles of Amendment the 30<sup>th</sup> day of November, 2000.

By: 

Roger M. O'Steen, as Trustee of the E. Chester Stokes, III, Irrevocable Trust under Trust Agreement dated July 13, 1995, as amended by Amendment No.1, dated May, 1996

By: 

John D. Milton, Jr., as Trustee of the E. Chester Stokes, III, Irrevocable Trust under Trust Agreement dated July 13, 1995, as amended by Amendment No.1, dated May, 1996

By: 

V. Hawley Smith, Jr., as Trustee of the E. Chester Stokes, III, Irrevocable Trust under Trust Agreement dated July 13, 1995, as amended by Amendment No.1, dated May, 1996

"Sole Member"

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STATE OF FLORIDA  
COUNTY OF DUVAL

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The foregoing instrument was acknowledged before me this 30 day of November, 2000, by Roger M. O'Steen, as Trustee of the E. Chester Stokes, III, Irrevocable Trust under Trust Agreement dated July 13, 1995, as amended by Amendment No.1, dated May, 1996, as sole member of MLOP Properties, LLC, a Florida limited liability company, on behalf of the limited liability company. He is personally known to me.

  
\_\_\_\_\_  
Notary Public

My Commission expires:

Lauren L. Owens  
MY COMMISSION # CC952724 EXPIRES  
November 3, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.STATE OF FLORIDA  
COUNTY OF DUVAL


The foregoing instrument was acknowledged before me this 30th day of November, 2000, by John D. Milton, Jr., as Trustee of the E. Chester Stokes, III, Irrevocable Trust under Trust Agreement dated July 13, 1995, as amended by Amendment No.1, dated May, 1996, as sole member of MLOP Properties, LLC, a Florida limited liability company, on behalf of the limited liability company. He is personally known to me.

  
\_\_\_\_\_  
Notary Public PATRICIA A. GARVIN

My Commission expires:

PATRICIA A. GARVIN  
MY COMMISSION # CC930854  
EXPIRES: May 19, 2004  
BONDED THRU NOTARY PUBLIC UNDERWRITERSSTATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of November, 2000, by V. Hawley Smith, Jr., as Trustee of the E. Chester Stokes, III, Irrevocable Trust under Trust Agreement dated July 13, 1995, as amended by Amendment No.1, dated May, 1996, as sole member of MLOP Properties, LLC, a Florida limited liability company, on behalf of the limited liability company. He is personally known to me.

  
\_\_\_\_\_  
Notary Public

My Commission expires:

K. L. BREIDENSTEIN  
MY COMMISSION # CC775373  
EXPIRES: 09/15/2002

1-800-3-NOTARY Fla. Notary Services &amp; Bonding Co.

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## EXHIBIT A

## SITE 2

A PART OF THE WILLIAM HART GRANT, SECTION 55, TOWNSHIP 3 SOUTH, RANGE 29 EAST, DUVAL COUNTY, FLORIDA MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE INTERSECTION OF THE EAST LINE OF SAID SECTION 55 WITH THE LINE DIVIDING DUVAL COUNTY FROM ST. JOHNS COUNTY; THENCE N.14°08'10"E., ALONG SAID EAST LINE, A DISTANCE OF 731.13 FEET TO AN ANGLE POINT IN SAID EAST LINE; THENCE N.08°41'15"W. A DISTANCE OF 32.52 FEET TO A POINT IN THE CENTER OF A 100 FOOT WIDE DRAINAGE EASEMENT AS DESCRIBED IN DEED BOOK 1740, PAGE 202 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE S.88°51'00"W., ALONG SAID CENTER OF THE DRAINAGE EASEMENT, A DISTANCE OF 323.17 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE S.88°51'00"W., ALONG SAID CENTER, A DISTANCE OF 262.96 FEET; THENCE DUE NORTH A DISTANCE OF 383.14 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF J. TURNER BUTLER BOULEVARD (STATE ROAD NO. 202), THE SAME ALSO BEING A SERVICE ROAD POSTED AS MARSH LANDING PARKWAY; THENCE EASTERLY ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE THE FOLLOWING TWO COURSES: 1) N.82°07'18"E. A DISTANCE OF 125.23 FEET; 2) N.88°09'14"E. A DISTANCE OF 138.93 FEET; THENCE DUE SOUTH A DISTANCE OF 399.50 FEET TO THE POINT OF BEGINNING.

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