

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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LO10000003207

Park Avenue Properties II, LLC

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-04/26/01--01038--021

*****60.00 *****60.00

- APPROVED
AND
FILED
- 01 APR 26 PM 12:14
- SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- RECEIVED
- 01 APR 26 AM 11:33
- RECORDS & INFORMATION
DIVISION
TALLAHASSEE, FLORIDA
- ☐ Art of Inc. File
 - ☐ LTD Partnership File
 - ☐ Foreign Corp. File
 - ☐ L.C. File
 - ☐ Fictitious Name File
 - ☐ Trade/Service Mark
 - ☐ Merger File
 - ☒ Art. of Amend. File
 - ☐ RA Resignation
 - ☐ Dissolution / Withdrawal
 - ☐ Annual Report / Reinstatement
 - ☒ Cert. Copy
 - ☒ Photo Copy
 - ☐ Certificate of Good Standing
 - ☐ Certificate of Status
 - ☐ Certificate of Fictitious Name
 - ☐ Corp Record Search
 - ☐ Officer Search
 - ☐ Fictitious Search
 - ☐ Fictitious Owner Search
 - ☐ Vehicle Search
 - ☐ Driving Record
 - ☐ UCC 1 or 3 File
 - ☐ UCC 11 Search
 - ☐ UCC 11 Retrieval
 - ☐ Courier

Signature _____

Requested by: SZ

Name

Date

Time

Walk-In

Will Pick Up

4/26/01 10:45



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 26, 2001

CAPITAL CONNECTION, INC.

SUBJECT: PARK AVENUE PROPERTIES II, LLC
Ref. Number: L01000003207

We have received your document for PARK AVENUE PROPERTIES II, LLC and your check(s) totaling \$60.00. 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.

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: 501A00024757

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
PARK AVENUE PROPERTIES II, LLC

The undersigned, being the sole member of Park Avenue Properties II, LLC, a limited liability company duly filed in the State of Florida, does hereby file these amended and restated Articles of Organization. The Articles of Organization as originally filed on March 2, 2001 under document number L01000003207 are amended in their entirety and replaced with the following terms. This document was duly executed and filed in accordance with section 608.411 Florida Statutes.

Article I
NAME

The name of the limited liability company ("Company") is **PARK AVENUE PROPERTIES II, LLC**.

Article II
ADDRESS

The mailing and street address of the Company's principal office is **12256 Park Avenue, Windermere, Florida 34786**.

Article III
DURATION

The period of duration for the Company is twenty-five (25) years, beginning on the date these Articles of Organization are filed by the Florida Department of State.

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**Article IV
REGISTERED AGENT AND OFFICE**

The name of Company's initial registered agent in Florida is **Myron Thaden**. The address of Company's registered office in Florida is **12256 Park Avenue, Windermere, Florida 34786**.

**Article V
MANAGEMENT**

The Company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows: **Myron Thaden, 12256 Park Avenue, Windermere, Florida 34786**.

**Article VI
ADMISSION OF NEW MEMBERS**

Members of the Company have the right to admit new members only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

**Article VII
PURPOSE**

The Company's business and purpose shall consist solely of the following:

(i) to engage solely in the ownership, operation and management of that certain office building described as follows:

**Lot 2, A REPLAT OF LOT 2, A REPLAT OF
TRACT 9, METROWEST**, according to the Plat
thereof as recorded in Plat Book 21, Pages 135, 136
and 137, Public Records of Orange County, Florida

(the "**Property**"), pursuant to and in accordance with the Company's Articles of Organization and this Agreement; and

(ii) to engage in such other lawful activities permitted to limited liability companies by the applicable laws and statutes for such entities of the State of Florida as are incidental, necessary or appropriate to the foregoing.

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Article VIII
LIMITATIONS ON AUTHORITY

Notwithstanding any other provision of this Agreement and any provision of law that otherwise so empowers the Company, for so long as the "**Loan**" (as hereinafter defined) is outstanding the Company shall not, without the unanimous consent of its Members, do any of the following:

- (i) engage in any business or activity other than those set forth in Section VII;
- (ii) do any act which would make it impossible to carry on the ordinary business of the Company, except as otherwise provided in these Articles;
- (iii) borrow money or incur any indebtedness or assume or guarantee any indebtedness of any other entity, other than normal trade accounts and lease obligations incurred in the ordinary course of business, or grant consensual liens on the Company's property; except, however, the Manager is hereby authorized to secure financing (the "**Loan**") for the Company from PNC Bank, National Association, in such amount and on such terms as the Manager may elect, as to grant a mortgage, deed of trust, lien or liens on the Company's property to secure such Loan, as well as incur other indebtedness to the extent expressly authorized pursuant to the documents further evidencing the Loan;
- (iv) dissolve or liquidate, in whole or in part;
- (v) consolidate or merge with or into any other entity;
- (vi) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Company or a substantial part of property of the Company, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take company action in furtherance of any such action; or
- (vii) amend the Articles of Organization or Regulations of the Company.

In addition to the foregoing, the Company shall not, without the written consent of the holder of the promissory note evidencing the Loan so long as it is outstanding, take any action set forth in items (i) through (v) or item (vii) above.

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**Article IX
SEPARATENESS PROVISIONS**

The Company shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (d) hold regular manager and member meetings, as appropriate, to conduct the business of the Company, and observe all other legal formalities;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

**Article X
NO DISSOLUTION**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver,

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executor, administrator, committee, guardian or conservator of any Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if in the Company such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Organization on April 25, 2001 at Winter Park, Florida.


Myron Thaden

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