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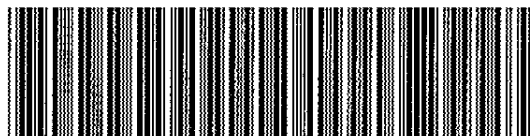
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

changing CS
mgr

CT CORPORATION

February 24, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5794252 SO
Customer Reference 1: JHE-7708
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Telluride Enterprises, LLC (FL)
Amendment
Florida

Telluride Enterprises, LLC (FL)
Obtain Document - Misc - Certified copy of Articles of Amendment
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

TELLURIDE ENTERPRISES, LLC
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was March 28, 2001.

SECOND: The following amendments to the articles of organization were adopted by the limited liability company.

ARTICLE III IS AMENDED IN ITS ENTIRETY AS FOLLOWS:

ARTICLE III: REGISTERED AGENT

The name and the Florida street address of the registered agent are:

John H. Evans, Esquire
JOHN H. EVANS, P.A.
1702 S. Washington Avenue
Titusville, Florida 32780

Having been named as a registered agent and to accept service of process for the above stated limited liability company at the place designated, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


John H. Evans, Registered Agent

ARTICLE IV IS AMENDED IN ITS ENTIRETY AS FOLLOWS:

ARTICLE IV: MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the entity who shall serve as manager is TELLURIDE MANAGER, INC., a Florida corporation, 800 S. Harbor City Blvd., Melbourne, Florida 32901.

CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V IS ADDED AS FOLLOWS:

ARTICLE V: PURPOSE

PURPOSE CLAUSE. The company's purpose should be limited to owning and operating the Mortgaged Property as referenced in paragraph (A) below.

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Company is to engage solely in the following activities:

- (A) To acquire and own those certain parcels of real property, together with all improvements located at 800 S. Harbor City Boulevard, Melbourne, Florida and 1450 Executive Circle NE, Palm Bay, Florida (collectively, the "Mortgaged Property").
- (B) Subject to the Single Purpose/Separateness Covenants (as defined in the First Amendment to Regulations of Telluride Enterprises, LLC) to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Mortgaged Property.
- (C) To exercise all powers enumerated necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE VI SHALL BE ADDED AS FOLLOWS:

ARTICLE VI - INDEMNIFICATION

Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Mortgaged Property and shall not constitute a claim against the Company in the event that cash flow is insufficient to pay such obligations.

ARTICLE VII SHALL BE ADDED AS FOLLOWS:

ARTICLE VII - DISSOLUTION

Notwithstanding any provision hereof to the contrary, the Company shall not dissolve upon the bankruptcy (whether voluntary or involuntary) or assignment for the benefit of creditors or other similar proceeding or event of or by the member(s) of the Company. In the event of any dissolution, for so long as a mortgage lien exists on the Mortgaged Property, Company shall not liquidate the Mortgaged Property. Lender may continue to exercise all of their rights under the existing security agreements or mortgages until the Loan underlying the mortgage liens has been paid in full or otherwise completely discharged.

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SECRETARY OF STATE
TELLAHASSEE
FLORIDA

Dated this 20 day of February, 2003.

By its Manager:

TELLURIDE MANAGER, INC., a
Florida corporation

By:

James T. Rathmann, as President

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TALLAHASSEE, FLORIDA