

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

L010000019134

CONTACT: CINDY HICKS

DATE: 1-3-02

REF. #: 0262.4183

CORP. NAME: Coventry Square Office, LLC

- ( ) ARTICLES OF INCORPORATION
- ( ) ANNUAL REPORT
- ( ) FOREIGN QUALIFICATION
- ( ) REINSTATEMENT
- ( ) CERTIFICATE OF CANCELLATION
- ( ) OTHER:
- (X) ARTICLES OF AMENDMENT
- ( ) TRADEMARK/SERVICE MARK
- ( ) LIMITED PARTNERSHIP
- ( ) MERGER
- ( ) UCC-1
- ( ) ARTICLES OF DISSOLUTION
- ( ) FICTITIOUS NAME
- ( ) LIMITED LIABILITY
- ( ) WITHDRAWAL
- ( ) UCC-3

APPROVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*55.00 \*\*\*\*\*55.00

STATE FEES PREPAID WITH CHECK# 501237 FOR \$ 55.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- (X) CERTIFIED COPY
- ( ) CERTIFICATE OF STATUS
- ( ) CERTIFICATE OF GOOD STANDING
- ( ) PLAIN STAMPED COPY

Examiner's Initials

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
COVENTRY SQUARE OFFICE, LLC**

COVENTRY SQUARE OFFICE, LLC, a limited liability company organized and existing under the laws of the State of Florida, whose original Articles of Organization were filed with the Secretary of State of the State of Florida on November 6, 2001, hereby adopts the following Amended and Restated Articles of Organization pursuant to Section 408.511, Florida Statutes. The following Amended and Restated Articles of Organization were adopted by the limited liability company:

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
COVENTRY SQUARE OFFICE, LLC**

The undersigned authorized member hereby executes these Amended and Restated Articles of Organization ("Articles") for the purpose of amending and restating the Articles of Organization in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this limited liability company (the "Company") shall be:

**Coventry Square Office, LLC**

**ARTICLE II**

**Principal Office and Mailing Address**

The principal office and mailing address of the Company shall be:

20505 US Highway 19 North, Suite 502  
Clearwater, Florida 33764

**ARTICLE III**

**Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 20505 US Highway 19 North, Suite 502, Clearwater, Florida, 33764, and the initial registered agent of the Company at such office shall be Elliott M. Ross. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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**ARTICLE IV**  
**Business and Purposes**

The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the Company shall have and may exercise any and all powers conferred from time to time by law upon limited liability companies formed under such Act.

**ARTICLE V**  
**Management of Business**

The Company shall be a manager-managed company.

**ARTICLE VI**  
**Operating Agreement**

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

**ARTICLE VII**  
**Amendment of Amended and Restated Articles of Organization**

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Amended and Restated Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

Notwithstanding any other provisions of these Amended and Restated Articles of Organization and so long as any obligations secured by the Instrument (as defined below) remain outstanding and not discharged in full, the following articles shall be in effect:

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CLERK OF STATE  
JANUARY 16, 2014  
TALLAHASSEE, FLORIDA

## **ARTICLE ONE: PURPOSE.**

The Limited Liability Company's (the "Company's") business and purpose shall consist solely of the ownership, operation and management of the property known as Coventry Square North, located at 12000 N. Dale Mabry Highway, City of Tampa, Hillsborough County, Florida (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

## **ARTICLE TWO: POWERS AND DUTIES.**

Notwithstanding any other provisions of these Articles of Organization and so long as any obligations secured by the Instrument (as defined below) remain outstanding and not discharged in full, without the consent of the Class A Members of the Company, no Members or Managers of the Company shall have any authority to:

- (i) borrow money or incur indebtedness on behalf of the Company other than normal trade accounts payable and obligations in the ordinary course of business, or grant consensual liens on the Company's property; except, however, that the Company is hereby authorized to assume the obligations of the grantor/mortgagor under the terms of those certain first Mortgage, Assignment of Rents and Security Agreement (the "Instrument") on the Property, which first mortgage and/or first deed of trust is currently with WELLS FARGO BANK MINNESOTA, N.A. (f/k/a and successor by merger to Norwest Bank Minnesota, National Association), AS TRUSTEE FOR THE REGISTERED HOLDERS OF COMMERCIAL MORTGAGE ACCEPTANCE CORP., COMMERCIAL MORTGAGE PASS THROUGH CERTIFICATES, SERIES 1998-C2 (the "Note holder"), as beneficiary or mortgagee, and other indebtedness expressly permitted therein or in the documents related to the Instrument, and to grant a mortgage, lien or liens on the Company's Property to secure such Instrument;
- (ii) dissolve or liquidate the Company;
- (iii) file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or

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relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any action;

- (iv) amend, modify or alter Article One, Two, Three, Four, Five or Six of these Articles; or
- (v) merge or consolidate with any other entity.

**ARTICLE THREE: TITLE TO COMPANY PROPERTY.**

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

**ARTICLE THREE: SEPARATENESS/OPERATIONS MATTERS.**

The Company shall conduct its business and operations in accordance with the following provisions:

- (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 regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;

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- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (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 and maintain a sufficient number of employees in light of its contemplated business operations;
- (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;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) pay its own liabilities out of its own funds;
- (l) not acquire obligations or securities of its Members;
- (m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (n) correct any known misunderstanding regarding its separate identity;
- (o) intend to maintain adequate capital in light of its contemplated business operations; and
- (p) maintain all required qualifications to do business in the state in which the Property is located.

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**ARTICLE FIVE: EFFECT OF BANKRUPTCY,  
DEATH OR INCOMPETENCY OF A MEMBER.**

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 of such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

**ARTICLE SIX: CONTROLLING PROVISION.**

So long as any obligations secured by the Instrument remain outstanding and not paid in full, Articles One, Two, Three, Four and Five hereof shall control in the event of any conflict with any contrary provisions hereof or of any other entity governance documents.

**IN WITNESS WHEREOF**, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Amended and Restated Articles of Organization for the uses and purposes therein stated.

  
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Elliott M. Ross, Member

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