

**L02000009563**

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From: Account Name : ROETZEL & ANDRESS  
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**LIMITED LIABILITY AMENDMENT**

**CLER-MGR, LLC**

Certificate of Status	1
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For so long as any mortgage lien in favor of Wachovia Bank, National Association, or its successors or assigns (the "First Mortgage") exists on any portion of the Property, the Company shall not and shall not cause the Property Company to incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property, the Company shall not and shall not cause the Property Company to dissolve or liquidate, or consolidate or merge with or into another entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interests to any entity. For so long as the First Mortgage exists on any portion of the Property, the Company shall not voluntarily commence a case with respect to itself or cause the Property Company to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of its members. For so long as the First Mortgage exists on any portion of the Property, without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property (i) no material amendment to these Articles of Organization to the Company's Operating Agreement nor to the articles of organization of the Property Company may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property and (ii) in the event the existence of the Property Company is not continued, the Company shall not cause the Property Company to liquidate the Property.

#### ARTICLE XII

Notwithstanding any provision hereof to the contrary, the following shall govern:  
Any indemnification of the Company's managers and officers shall be fully subordinated to any obligations respecting the Property Company or the Property (including, without

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limitation, the First Mortgage) and such indemnification shall not constitute a claim against the Company or the Property Company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

### ARTICLE XIII

Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the Company shall conduct its affairs in accordance with the following provisions:

1. ~~It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.~~ **<DELETED>**
2. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.
3. Its managers shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate Company actions.
4. It shall observe all limited liability company formalities.
5. It shall not commingle assets with those of its parent and any affiliate.
6. It shall conduct its own business in its own name.
7. It shall maintain financial statements separate from its parent and any affiliate.
8. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
9. It shall maintain an arm's length relationship with its parent and any affiliate.

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10. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations of others.
11. It shall use stationery, invoices and checks separate from its parent and any affiliate.
12. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.
13. It shall hold itself out as an entity separate from its parent and any affiliate.

For purposes of this Article XIII, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any manager, director, officer or employee of the Company, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this Company, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation or limited liability company, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting power of a corporation or limited liability company.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof."

#### ARTICLE XIV

Notwithstanding any provision hereof to the contrary, the following shall govern:

When voting on matters concerning the Property Company, notwithstanding that the

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Property Company is not then insolvent, the Company shall take into account the interest of the Property Company's creditors, as well as those of its members.

IN WITNESS WHEREOF, the undersigned, being the manager and the authorized representative of a member of the Company hereinbefore named, has executed these Articles of Amendment under Section 608.411 of the Act as of this day of May, 2002.

  
Bruce J. Gomez  
Manager and Member

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