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LAW OFFICES
WHITE & REASOR, PLC

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JOHN M. BAIRD

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December 27, 2002

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
ATTN: Certifications

RE: Bevaros, LLC

Dear Sir or Madam:

Enclosed please find the following:

1. Articles of Amendment to Articles of Organization of Bevaros, LLC; and
2. Check in the amount of \$25.00.

After this Amendment has been recorded, please issue a certified copy of the Articles of Organization of Bevaros, LLC. Our check in the amount of \$30.00 is enclosed for this charge.

Please return all documents to me in the enclosed Federal Express envelope.

If you have any questions, please do not hesitate to contact me at the number listed above. Thank you for your assistance in this matter.

Sincerely,

WHITE & REASOR, PLC



Kay Fuller
Assistant to John M. Baird

/kf
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF BEVAROS, LLC**

FIRST: The date of filing of the Articles of Organization was October 7, 2002.

SECOND: The following amendments to the Articles of Organization were adopted by the limited liability company:

1. The Company shall have a perpetual existence.
2. HUD Requirements.

So long as the Secretary of the Department of Housing and Urban Development ("Secretary") or the Secretary's successors or assigns is the insurer or holder of the note secured by the mortgage on The Summer Trace Apartments, Gulf Shores, AL, project number 062-35481 (the "Project"), the following provisions required by the Department of Housing and Urban Development ("HUD required provisions") will control in the event of any conflict with any provision of this Operating Agreement or any provision of the Articles of Organization.

- a. If any of the provisions of the organizational documents conflict with the terms of the note, mortgage, security agreement or HUD Regulatory Agreement ("HUD Loan Documents"), the provisions of the HUD Loan Documents will control.
- b. No Provision required by HUD to be inserted into the organizational documents may be amended without prior HUD approval, so long as HUD is the insurer or holder of the note.
- c. No provision in the organizational documents that results in any of the following will have any force or effect without the prior written consent of HUD:
 - (i) Any amendment that modifies the term of the mortgagor entity;
 - (ii) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional member;
 - (iii) Any amendment that would in any way affect the note, mortgage, and security agreement on the Project or the Regulatory Agreement between HUD and the mortgagor entity;
 - (iv) Any amendment that would authorize any member other than the Manager/General Partner or pre-approved Successor Manager/General Partner to bind the mortgagor entity for all

matters concerning the project which require HUD's consent or approval;

- (v) Any change in a guarantor of any obligation to the Secretary.
- d. The Company is authorized to execute all documents required by HUD in order to receive HUD's approval of the purchase of the property under HUD's Procedures for Reviewing and Approving Transfers of Physical Assets including the Release and Assumption of the Mortgage.
- e. Any Incoming member must as a condition of receiving an interest in the Company agree to be bound by the note, mortgage, security agreement, the Regulatory Agreement and any other documents required in connection with the HUD-insured loan to the same extent and on the same terms as the other members.
- f. Notwithstanding any other provisions, upon any dissolution, no title or right to possession and control of the Project, and no right to collect the rents from the Project, shall pass to any person who is not bound by the regulatory Agreement in a manner satisfactory to the Secretary.
- g. The members, partners, officers and directors and any assignee of a member/partner are liable in their individual capacity to HUD for:
 - (i) Funds or property of the Project coming into its possession, which by the provisions of the Regulatory Agreement, the person or entity is not entitled to retain;
 - (ii) Its own acts and deeds, or acts and deeds of others, which it has authorized, in violation of the provisions of the Regulatory Agreement;
 - (iii) The acts and of affiliates, as defined in the Regulatory Agreement, which the person or entity has authorized in violation of the provisions of the Regulatory Agreement; and
 - (iv) As otherwise provided by law.
- h. The Company shall not voluntarily be dissolved or converted to another form of entity without the prior written approval of HUD.
- i. The company has designated Steve B. Bartlett as its official representative for all matters concerning the project that require HUD consent or approval. The signature of this person will bind the company in all such matters. The company may from time to time appoint a new representative to perform this function, but within 3 business days of doing so, will

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provide HUD with written notification of the name, address, and telephone number of its new representative. When a person other than the person identified above has full or partial authority of management of the project, the company will promptly provide HUD with the name of that person and the nature of that person's management authority.

Dated: December 27, 2002.



Steve B. Bartlett, Member and Manager

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TALLAHASSEE, FLORIDA