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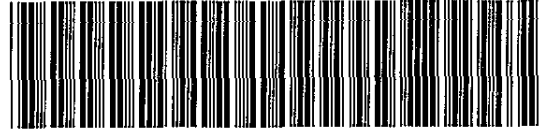
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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
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Bonington Beach Commercial  
Ventures, LLC

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name

Date

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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 \_\_\_\_\_

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**SECOND AMENDMENT TO THE ARTICLES OF ORGANIZATION OF  
BOYNTON BEACH COMMERCIAL VENTURES, LLC**

The undersigned, being authorized to execute and file this amendment to the Articles of Organization of Boynton Beach Commercial Ventures, LLC, which Articles of Organization were filed on November 19, 2002, as Delray Beach Commercial Ventures, LLC and later modified by the first amendment, hereby amends the Articles of Organization as follows:

1. Article I, "Name", is hereby modified to add the following:

**PURPOSE.** The Company's Business and purpose shall consist solely of the acquisition, ownership, operation and management of the commercial property located at 1325 Congress Avenue, Boynton Beach, Palm Beach County, Florida, ( the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

2. Article IV, "Management" is hereby deleted and replaced with the following:

**ARTICLE IV — Management:**

The Limited Liability Company is to be managed by a manager, and the name and address of the managing member is: BOYNTON BEACH COMMERCIAL VENTURES MANAGEMENT, INC., JUPITER COVE, 1340 U.S. HIGHWAY ONE, #102, JUPITER, FLORIDA 33469.

3. The following Article VII is hereby added:

**ARTICLE VII: POWERS AND DUTIES.** Notwithstanding any other provisions of these Articles and so long as any obligations secured by the Mortgage (as defined below) remain outstanding and not discharged in full, without the consent of all Members, the Managing Member shall have no authority to:

(i) Borrow money or incur indebtedness on behalf of the Company other than normal trade accounts payable and lease obligations in the normal course of business, or grant consensual liens on the Company's property; except, however, that the Managing Member is hereby authorized to secure financing for the Company pursuant to the terms of that certain Note in the original principal amount of \$5,300,000.00 (The "Note") and other indebtedness expressly permitted therein or in the documents executed in connection with or as security for such Note (collectively, the "Loan"), and to grant a mortgage, lien or liens on the Company's Property to secure the Loan (the "Mortgage");

(ii) Dissolve or liquidate the Company;

(iii) Sell or lease, or otherwise dispose of all or substantially all of the assets of the Company;

(iv) 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 relief

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of the Company as debtor under and 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 similar official) of the Company 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;

(v) Amend, modify or alter Articles I, IV, VII, VIII, IX, and X of the Articles of Organization, as amended.

(vi) Merge or consolidate with any other entity.

Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Managing Member shall have no authority to take any action in items (i) through (iii) and (v) and (vi) without the prior written consent of the holder of the Mortgage.

4. The following Article VIII is hereby added:

**ARTICLE VIII: 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 Membership Interest shall be personal property for all purposes.

5. The following Article IX is hereby added:

**ARTICLE IX: SEPARATENESS/OPERATIONS MATTERS.** The Company shall:

- (i) Maintain books and records and bank accounts separate from those of any other person;
- (ii) Maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (iii) Hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (iv) Hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (v) 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;
- (vi) Allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

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(vii) Transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(viii) Conduct business in its own name, and use separate stationery, invoices and checks;

(ix) Not commingle its assets or funds with those of any other person; and

(x) Not assume, guarantee or pay the debts or obligations of any other person.

6. The following Article X is hereby added:

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

IN WITNESS WHEREOF, I have signed this Second Amendment to the Articles of Organization on behalf of all of the members, and acknowledged them to be our act this 8 day of May, 2003.

  
VICTOR A. LOMBARDI  
MANAGING MEMBER

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