

W03000018427

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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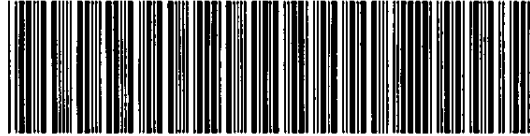
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE 12/30/14

JAN 07 2015  
J. BRUCE

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** THE PALMS AT FOREST HILLS, LLC

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

GREG SCHUSTER

Name of Person

LEVY & HALPERIN, LLP

Firm/Company

381 PARK AVENUE SOUTH, SUITE 713

Address

NEW YORK, NY 10016

City/State and Zip Code

GREG@LEVYHALPERIN.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GREG SCHUSTER

Name of Person

212

at ( )

Area Code

481-3700

Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &  
Certificate of Status

☐ \$55.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☒ \$60.00 Filing Fee  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

THE PALMS AT FOREST HILLS, LLC

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on MAY 22, 2003 and assigned  
Florida document number L03000018427.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

New Registered Office Address:

*Enter Florida street address*

*City*

*Florida*

*Zip Code*

**New Registered Agent's Signature, if changing Registered Agent:**

*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 relative 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 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

**If Changing Registered Agent, Signature of New Registered Agent**

EFFECTIVE DATE

12/30/14

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If amending the Managers or Authorized Member on our records, enter the title, name, and address of each Manager or Authorized Member being added or removed from our records:

MGR = Manager

AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR	ERIC R. WIENER	C/O MAXX PROPERTIES	<input checked="" type="checkbox"/> Add
		600 MAMARONECK AVENUE	<input type="checkbox"/> Remove
		HARRISON, NY 10528	
MGR	JRD PALMS FOREST HIL	C/O J.R.D. MANAGEMENT CORP.	<input type="checkbox"/> Add
		875 MAMARONECK AVENUE	<input checked="" type="checkbox"/> Remove
		MAMARONECK, NY 10543	
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

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 TALLAHASSEE, FLORIDA

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

FULL NAME OF MANAGER TO BE REMOVED:

JRD PALMS FOREST HILLS, LLC

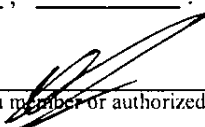
A FLORIDA LIMITED LIABILITY COMPANY

SEE ATTACHED CERTIFICATE AMENDING FURTHER INFORMATION.

E. Effective date, if other than the date of filing: December 31, 2014 (optional)

(The effective date must be specific, cannot be prior to date of receipt or filed date and cannot be more than 90 days after the date this document is filed by the Florida Department of State)

Dated DECEMBER 22, 2014

  
Signature of a member or authorized representative of a member

KEITH G. HALPERIN, ESQUIRE, AUTHORIZED REPRESENTATIVE

Typed or printed name of signee

**CERTIFICATE OF AMENDMENT  
TO THE  
ARTICLES OF ORGANIZATION FOR  
THE PALMS AT FOREST HILLS, LLC  
(A Florida Limited Liability Company)**

**FIRST:** The name of the limited liability company is The Palms at Forest Hills, LLC (also called the "**Company**").

**SECOND:** The Articles of Organization of the Company were originally filed with the Florida Division of Corporations on May 22, 2003.

**THIRD:** The Articles of Organization are hereby amended as set forth below:

- A. The entire text of Article "4" is stricken and replaced with the following provision:

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by an individual manager, and the name and address of the manager is:

Eric R. Wiener  
c/o Maxx Properties  
600 Mamaroneck Avenue  
Harrison, NY 10528

- B. The entire text of Article "5" is stricken and replaced with the following provision:

ARTICLE V

Reserved

- C. The entire text of Article "6" is stricken and replaced with the following provision:

ARTICLE VI

Reserved

- D. The entire text of Article "7" is stricken and replaced with the following provision:

ARTICLE VII

Reserved

- E. The entire text of Article "8" is stricken and replaced with the following provisions:

ARTICLE VIII – PURPOSE

The purpose of the Company is to engage in any lawful act, business or activity for which limited liability companies may be organized under the Florida Act, and to engage in any and all activities necessary or incidental thereto. This may include without limitation the following:

- (a) to acquire, own, hold, lease, operate, manage, maintain, develop and improve certain real property, specifically the Property, as more fully described in the applicable loan documents relating to the Property including the applicable notes, deeds of trust, assignments of leases and rents, security agreements, and other documents evidencing such loans and any refinancings thereof (collectively, the "Loan Documents");
- (b) to assume or otherwise enter into and perform its obligations under the Loan Documents;
- (c) to sell, transfer, service, convey, dispose of, pledge, assign, borrow money against, finance, refinance or otherwise deal with the Property to the extent permitted under the respective Loan Documents; and
- (d) to engage in any lawful act or activity and to exercise all powers permitted to limited liability companies organized under the laws of the State of Florida that are related incidental to and necessary, convenient or advisable for accomplishment of the above mentioned purposes.


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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Organization for the Palms at Forest Hills, LLC this 22<sup>nd</sup> day of December, 2014 to take effect upon the defeasance, assignment or satisfaction of the existing mortgage assigned by General Electric Capital Corporation to Wells Fargo Bank, N.A., as Trustee for the registered holders of GE Commercial Mortgage Corporation.

**THE PALMS AT FOREST HILLS, LLC,**  
A Florida Limited Liability Company

By: \_\_\_\_\_

  
KEITH G. HALPERIN, ESQUIRE  
Authorized Representative of Members

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