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LIMITED LIABILITY AMENDMENT

CRI CORPORATE CENTER, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
CRI CORPORATE CENTER, LLC**

The undersigned Member adopts the following Articles of Amendment (the "Amendment") to Articles of Organization of **CRI CORPORATE CENTER, LLC**, a Florida limited liability company (the "Company"):

FIRST: The name of the Company is CRI Corporate Center, LLC.

SECOND: The date of filing of Articles of Organization ("Articles of Organization") by the Company was September 4, 2003 under Florida Document Number L03000033337.

THIRD: The following amendments to the Articles of Organization were adopted by the sole member of the Company:

1. **Purpose:** The nature of the business and of the purposes to be conducted and promoted by the limited liability company, is to engage solely in the following activities:

(a) To acquire from FR Acquisition Fund, LLC, certain parcels of real property, together with all improvements located thereon, in the City of Tampa, State of Florida (the "Property").

(b) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

(c) To exercise all powers enumerated in the Florida Limited Liability Company Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

2. **Certain Prohibited Activities:** The Company shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien, deed of trust lien or deed to secure debt in favor of Lehman Brothers Bank, FSB, or its successors or assigns (the "First Mortgage") exists on any portion of the Property, the Company shall not incur, assume, or guaranty any other indebtedness. The Company shall not dissolve or liquidate, or consolidate or merge with or into any other 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

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portion of the Property, the Company will not 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 all of the members of the Company. For so long as the First Mortgage exists on any portion of the Property, no material amendment to the Articles of Organization, as amended hereby, may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

3. Indemnification: Any indemnification of the Company's members shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification shall not constitute a claim against the Company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

4. Separateness Covenants: For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in the Articles of Organization, as amended, the Company shall conduct its affairs in accordance with the following provisions:

- (a) It shall maintain records and books of account separate from those of any member or affiliate.
- (b) It shall observe all limited liability company formalities.
- (c) It shall not commingle assets with those of any member or affiliate.
- (d) It shall conduct its own business in its own name.
- (e) It shall maintain financial statements separate from any member or affiliate.
- (f) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any member or affiliate.
- (g) It shall maintain an arm's length relationship with any member or affiliate.
- (h) It shall not guarantee or become obligated for the debts of any other entity, including any member or affiliate, or hold out its credit as being available to satisfy the obligations of others.
- (i) It shall use stationary, invoices and checks separate from any member or affiliate.
- (j) It shall not pledge its assets for the benefit of any other entity, including any member or affiliate.

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(k) It shall hold itself out as an entity separate from any member or affiliate.

For purpose of this Third Article, the following terms shall have the following meanings:

(a) "affiliate" means any person controlling or controlled by or under common control with the Company including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any partner or employee of the Company, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this Company, 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.

(b) "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.

5. Dissolution: To the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of the remaining members is sufficient to continue the existence of the Company. If such vote is not obtained, for so long as the First Mortgage exists on any portion of the Property, the Company shall not liquidate the Property without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property. Such holders may continue to exercise all of their rights under the existing security agreements or mortgages until the debt underlying the First Mortgage has been paid in full or otherwise completely discharged.

6. Voting: When acting on matters subject to the vote of the members, notwithstanding that the Company is not then insolvent, the members and the outside member shall take into account the interest of the Company's creditors, as well as those of the members.

FOURTH: The remaining terms of the Articles of Organization, to the extent not inconsistent with, or superseded by, this Amendment, remain in full force and effect and remain binding on the Members.

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FIFTH: These Articles of Amendment will be effective upon filing with the Florida Department of State.

IN WITNESS WHEREOF, one of the Members of the Company has signed these Articles of Amendment as of October 16, 2003.

CRI CORPORATE CENTER, LLC

By: **CAPITAL REALTY INVESTORS,
LLC, its sole Member**

By: *Ben Wacksman*
Benjamin Wacksman
Authorized Member

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