

L03000041113

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(City/State/Zip/Phone #)

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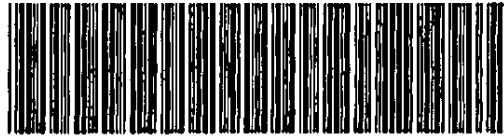
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J. [Signature]

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TALLAHASSEE, FLORIDA

**South Florida Trust & Title Company, LLC**  
The Hibiscus Center, Suite 19  
2950 Tamiami Trail N.  
Naples, FL 34103

Telephone 239-449-2410  
Facsimile 239-449-2412  
[www.sofltitle.com](http://www.sofltitle.com)

December 20, 2006  
State of Florida  
Registration Section, Division of Corporations  
Clifton Bldg.  
2661 Tallahassee, FL32301

Via Federal Express

Re: 41 Thomasson Property, LLC  
Amendment Documents


Gentlemen:

Enclosed are the following documents pertaining to the above Florida limited liability company:

1. Original cover letter;
2. Original Articles of Amendment to Articles of Organization of 41 Thomasson Property, LLC;
3. Duplicate copy for Certification;
4. Check in the amount of \$55.00 for filing fee and certified copy;
5. Prepaid / Federal Express Return Mailer

Please file the original amendment and return the certified copies to me in the enclosed federal express mailer provided. Should you have any questions, do not hesitate to contact our office.

Very truly yours,  
South Florida Trust & Title Co, LLC.

  
Leslie A. Lehmann, President

enclosures as noted

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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** 41 Thomasson Property, 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:

Leslie A. Lehmann, President.  
(Name of Person)

South Florida Trust & Title Co. LLC.  
(Firm/Company)

2950 Tamiami Trail North, Ste 19  
(Address)

Naples, Florida 34103  
(City/State and Zip Code)

For further information concerning this matter, please call:

Leslie A. Lehmann at (239) 449-2410  
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

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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

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
41 THOMASSON PROPERTY, LLC  
a Florida limited liability company**

The Articles of Organization were filed on October 27, 2003, and assigned document number L0300004113.

This amendment is submitted to amend the original Articles of Organization by include and adopt, and hereby incorporate by reference, the Covenants with Respect to Indebtedness: Operations and Fundamental Changes as attached on the following two pages, all of which have also been adopted in the Operating Agreement by all of the members.

IN WITNESS WHEREOF, the undersigned, being the sole manager, and having been authorized by all of the members, hereby execute and file this Articles of Amendment to Articles of Organization at Naples, Florida, for the foregoing uses and purposes this 19 day of December, 2006.

  
\_\_\_\_\_  
Kenneth D. Goodman, Manager

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 19 day of December, 2006, by **Kenneth D. Goodman**, as Manager of 41 Thomasson Property, LLC, on behalf of the limited liability company. He is personally known to me.

NOTARY PUBLIC:



Sign Mary H. Giustizia  
Print MARY H. GIUSTIZIA  
State of Florida at Large  
My Commission Expires: 6/17/07

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SECRETARY OF STATE

**Covenants with Respect to Indebtedness; Operations and Fundamental Changes of**

**41 Thomasson Property, LLC**

**41 Thomasson Property, LLC, a Florida limited liability company, (the "Company") has entered into and received certain financing (the "Financing") from Column Financial, Inc. (together with its successors and assigns, the "Lender"), which Financing is secured by a first mortgage lien on certain real and other property located at 4890 Tamiami Trail East, Naples, Collier County, Florida (the "Property"). With respect to the Financing and the Property the Company:**

- (a) does not own and will not own any encumbered asset other than (i) the Property, and (ii) incidental personal property necessary for the operation of the Property;
- (b) is not engaged and will not engage in any business other than the ownership, management and operation of the Property;
- (c) will not enter into any contract or agreement with any manager, member or affiliate of the Company or any affiliate of any such manager or member of the Company, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate;
- (d) has not incurred and will not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than (i) the secured indebtedness, and (ii) trade payables or accrued expenses incurred in the ordinary course of business of operating the Property; no debt whatsoever may be secured (senior, subordinate or pari passu) by the Property;
- (e) has not made and will not make any loans or advances to any third party (including any member or affiliate of the Company, or any guarantor);
- (f) is and will be solvent and pay its debts from its assets as the same shall become due;
- (g) has done or caused to be done and will do all things necessary to preserve its existence and limited liability company formalities (as applicable), and will not, nor will any manager or member thereof, amend, modify or otherwise change its certificate or articles of organization of the Company, its organization, or operating agreement, in a manner which adversely affects the Company, or any such member's existence as a single-purpose, single-asset "bankruptcy remote" entity;
- (h) will conduct and operate its business as presently conducted and operated;
- (i) will maintain books and records and bank accounts separate from those of its affiliates, including its manager and members;
- (j) will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity (including any manager, member or affiliate);
- (k) will file its own tax returns;
- (l) will maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;
- (m) will not, nor will any manager, member or affiliate, seek the dissolution or winding up, in whole or in part, of the Company;
- (n) will not enter into any transaction of merger or consolidation, or acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any entity;
- (o) will not commingle the funds and other assets of the Company with those of any manager, member or affiliate, or any other person;
- (p) has and will maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliate or any other person;

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TALLAHASSEE, FLORIDA

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**Covenants with Respect to Indebtedness; Operations and Fundamental Changes of**

**41 Thomasson Property, LLC**

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- (q) has, and any manager or member of the **Company** has, at all times since its formation, observed all legal and customary formalities regarding its formation and will continue to observe all legal and customary formalities;
- (r) does not and will not hold itself out to be responsible for the debts or obligations of any other person; and
- (s) upon the commencement of a voluntary or involuntary bankruptcy proceeding by or against the **Company**, the **Company** shall not seek a supplemental stay or otherwise pursuant to 11 U.S.C. 105 or any other provision of the Bankruptcy Act, or any other debtor relief law (whether statutory, common law, case law, or otherwise) of any jurisdiction whatsoever, now or hereafter in effect, which may be or become applicable, to stay, interdict, condition, reduce or inhibit the ability of Lender to enforce any rights of Lender against any guarantor or indemnitor of the secured obligations or any other party liable with respect thereto by virtue of any indemnity, guaranty or otherwise.

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