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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: RMW TIMUQUANA ROAD, 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:

LISA B. MOHAN, LEGAL ASSISTANT

(Name of Person)

GORDON FEINBLATT ROTHMAN HOFFBERGER & HOLLANDER

(Firm/Company)

233 EAST REDWOOD STREET

(Address)

BALTIMORE, MD 21202

(City/State and Zip Code)

For further information concerning this matter, please call:

Lisa B. Mohan

(Name of Person)

at ( 410 )

576-4146

(Area Code & 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

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

**RMW TIMUQUANA ROAD, LLC**

(Present Name)  
(A Florida Limited Liability Company)

**FIRST:** The Articles of Organization were filed on JANUARY 12, 2004 and assigned document number L04000003251.

**SECOND:** This amendment is submitted to amend the following:

TO ADD THE ATTACHED ARTICLES V THROUGH X.

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Dated July 1, 2006.

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member

**ROBERT M. WORGAN, MEMBER**

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$25.00**

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RMW TIMUQUANA ROAD, LLC  
AMENDMENT TO ARTICLES OF ORGANIZATION

RMW Timuquana Road, LLC, a Florida limited liability company (hereinafter called the "Company"), hereby amends its Articles of Organization dated January 14, 2004, by adding the following:

ARTICLE V: The nature of the business and of the purposes to be conducted and promoted by the Company is to engage solely in the following activities:

(a) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with that certain parcel of real property, together with all improvements located thereon, located in Duval County, Florida, commonly known as 5117 Timuquana Road, Jacksonville (the "Property").

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

ARTICLE VI: Notwithstanding any provision hereof to the contrary, the following shall govern: The Company shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien in favor of NCB, 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 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 by these Articles of Amendment may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

ARTICLE VII: Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification of the Company's member 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.

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RMW TIMUQUANA ROAD, LLC  
AMENDMENT TO ARTICLES OF ORGANIZATION

ARTICLE VIII: Notwithstanding any provision hereof to the contrary, the following shall govern: 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 by these Articles of Amendment, the Company shall conduct its affairs in accordance with the following provisions:

(i) It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any of its members or affiliates or, if it shares office space with its parent or any affiliate, it shall allocate fairly and reasonably any overhead for shared office space.

(ii) It shall maintain records and books of account separate from those of any member or affiliate.

(iii) It shall observe all limited liability company formalities.

(iv) It shall not commingle assets with those of any member or affiliate.

(v) It shall conduct its own business in its own name.

(vi) It shall maintain financial statements separate from any member or affiliate.

(vii) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any member or affiliate.

(viii) It shall maintain an arm's length relationship with any member or affiliate.

(ix) 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.

(x) It shall use stationary, invoices and checks separate from any member or affiliate.

(xi) It shall not pledge its assets for the benefit of any other entity, including any member or affiliate.

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

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

"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

RMW TIMUQUANA ROAD, LLC  
AMENDMENT TO ARTICLES OF ORGANIZATION

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.

"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.

ARTICLE IX: Notwithstanding any provision hereof to the contrary, the following shall govern: 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.

ARTICLE X: Notwithstanding any provision hereof to the contrary, the following shall govern: 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.

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