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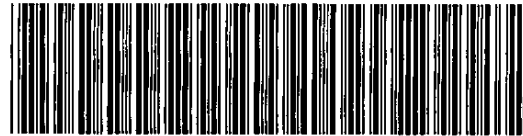
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July 28, 2006

Florida Department of State  
Division of Corporations  
409 Gaines Street  
Tallahassee, FL 32399

Re: Southport Plaza, LLC  
A Florida Limited Liability Company

Dear Sir/Madam:

Enclosed and filed herewith are the Articles of Amendment (Second) to Articles Of Organization, for the above limited liability company and our check #3825 in the amount \$25.00 to cover the filing fees. Also, enclosed is check #3826 in the amount of \$30.00 for a certified copy.

For your convenience a self-addressed postage prepaid envelope is enclosed.

If you have any questions, please do not hesitate to call.

Very truly yours,

W. Rodgers Moore, P.A.

By: 

W. Rodgers Moore

**ARTICLES OF AMENDMENT (SECOND) TO  
ARTICLES OF ORGANIZATION OF SOUTHPORT PLAZA, LLC**

**FIRST:** The Articles of Organization were filed on April 13, 2005 and assigned document number L05000036170.

**SECOND:** The Articles of Organization were supplemented by Articles of Amendment filed April 27, 2005.

**THIRD:** The Articles of Organization as amended are further amended to substitute the following subparagraph (iii) to ARTICLE VI: LIMITATIONS and to substitute the following ARTICLES VIII: SEPERATENESS COVENANTS for the existing ARTICLE VIII and by adding new ARTICLE IX: DISSOLUTION; and new ARTICLE X: VOTING.

**ARTICLE VI: LIMITATIONS**

\* \* \*

“(iii) The limited liability company shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property, including, but not limited to accounts payable incurred in the ordinary course of business and signage leases. For so long as any mortgage lien, deed of trust lien or deed to secure debt in favor of Column Financial, Inc., or its successors or assigns (the “First Mortgage”) exists on any portion of the Property, the limited liability company shall not incur, assume, or guaranty any other indebtedness. The limited liability 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 limited liability 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 limited liability company. For so long as the First Mortgage exists on any portion of the Property, no material amendment to these articles of organization may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.”

\* \* \*

**“ARTICLE VIII: 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

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other provisions set forth in these articles of organization, the limited liability company shall conduct its affairs in accordance with the following provisions:

1. 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 and shall allocate fairly and reasonably any overhead for shared office space.

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

3. It shall observe all limited liability company formalities.

4. It shall not commingle assets with those of any member or affiliate.

5. It shall conduct its own business in its own name.

6. It shall maintain financial statements separate from any member or affiliate.

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

8. It shall maintain an arm's length relationship with any members or affiliate.

9. 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.

10. It shall use stationary, invoices and checks separate from any member or affiliate.

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

12. 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 limited liability company including, without limitations (i) any person who has a familial relationship, by blood, marriage or otherwise with any partner or employee of the limited liability company, or any affiliate thereof and

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(ii) any person which receives compensation for administrative, legal or accounting services from this limited liability 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: 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 limited liability company. If such vote is not obtained, for so long as the First Mortgage exists on any portion of the Property, the limited liability 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: VOTING

When acting on matters subject to the vote of the members, notwithstanding that the limited liability company is not then insolvent, the members shall take into account the interest of the limited liability company's creditors, as well as those of the members."

  
JAN JAROSZEWICZ  
MEMBER AND MANAGER

DATED: JULY 28, 2006

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