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LIMITED LIABILITY AMENDMENT

WESTFORK PLAZA LLC

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT

TO

ARTICLES OF ORGANIZATION OF

WESTFORK PLAZA LLC

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The undersigned hereby amends its Articles of Organization and submits the following:

- (a) The Articles of Organization of Westfork Plaza LLC ("Company") were filed on August 19, 2005.
- (b) The following Article VI shall be added to the Articles of Organization of the Company:

"ARTICLE VI

SPE REQUIREMENTS

Special Purpose Entity Provisions. Notwithstanding anything to the contrary contained in these Articles or otherwise, the Company shall comply at all times while it is a member of Westfork Tower LLC, with the following provisions:

1. Purpose. The purpose of the Company shall be to engage solely in the following activities:
  - (a) To acquire a membership interest in Westfork Tower LLC.
  - (b) 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 or in the Company's Operating Agreement (subject to these Articles).
2. Certain Prohibited Activities. Company shall not incur, assume, or guaranty any indebtedness. The Company shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its assets substantially as an entirety or transfer any of its beneficial interests to any entity. 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 and Westfork Tower LLC.

Robert A. Chaves, Esq.  
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Boca Raton, Florida 33431  
(561) 988-7847  
Fla. Bar No. 283525

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3. Separateness Covenants. In order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth herein, the Company shall conduct its affairs as a "Single Purpose Entity" in accordance with the following:

- (a) 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.
- (b) It shall maintain records and books of account separate from those of any member or affiliate.
- (c) It shall observe all limited liability company formalities.
- (d) It shall not commingle assets with those of any member or affiliate.
- (e) It shall conduct its own business in its own name.
- (f) It shall maintain financial statements separate from any member or affiliate.
- (g) It shall pay any liabilities out of its own funds, including salaries of any employees, not from funds of any member or affiliate.
- (h) It shall maintain an arm's length relationship with any member or affiliate.
- (i) 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.
- (j) It shall use stationery, invoices and checks separate from any member or affiliate.
- (k) It shall not pledge its assets for the benefit of any other entity, including any member or affiliate.
- (l) It shall hold itself out as an entity separate from any member or affiliate.
- (m) If its managing member is not an individual, its managing member shall be organized to be a single purpose, "bankruptcy remote" entity provided it may hold interests in more than one entity which holds, directly or indirectly, membership interests in Westfork Tower LLC.
- (n) The governing agreement of the Company shall require it to be a Special Purpose Entity in compliance herewith.

The following terms shall have the following meanings:

*affiliate* means any person controlling or controlled by or under common control with the Operating Member including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any member or employee of the Operating Member, or any affiliate thereof and (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

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organization, or government or any agency or political subdivision thereof."

IN WITNESS WHEREOF, the Managing Member has caused this Amendment to Articles of Organization to be executed at MIAMI, this 13 day of SEPTEMBER, 2005.

MANAGING MEMBER:

WESTFORK MANAGEMENT LLC, a Florida  
limited liability company

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

Stephen H. Bittel, Manager

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