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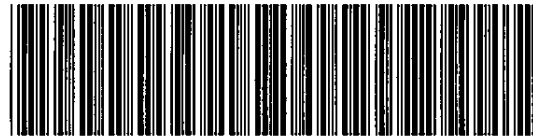
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November 20, 2006

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

FTMI Real Estate, LLC

**Filing Evidence**

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
FTMI REAL ESTATE, LLC**  
(a Florida limited liability company)

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**FIRST:** The name of the Company is: FTMI Real Estate, LLC.

**SECOND:** The Articles of Organization were filed on October 3, 2005.

**THIRD:** The Articles of Organization are hereby amended by adding the following as ARTICLE VI:

- a. If any of the provisions of the organizational documents of the Company conflict with the terms of the note; mortgage, deed of trust or security deed; security agreement or U.S. Department of Housing and Urban Development ("HUD") Regulatory Agreement (collectively, "HUD Loan Documents"), being entered into by the Company, the provisions of the HUD Loan Documents will control.
- b. No provision required by HUD to be inserted into the organizational documents of the Company may be amended without prior HUD approval, so long as HUD is the insurer or holder of the note.
- c. No provision in the organizational documents of the Company that results in any of the following will have any force or effect without the prior written consent of HUD:
  - (1) Any amendment that modifies the term or purpose of the Company;
  - (2) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional member;
  - (3) Any amendment that in any way affects the note, mortgage, deed of trust or security deed, and security agreement entered into in connection with the acquisition of that certain real property located at 6800 Block of Commercial Boulevard, Lauderhill, Broward County, Florida and the construction of a senior housing facility

thereon of (the "Project") or the Regulatory Agreement between HUD and the Company;

(4) Any amendment that would authorize any member other than the Manager or pre-approved Successor Manager to bind the Company for all matters concerning the project which require HUD's consent or approval;

(5) A change in the Manager or pre-approved Successor Manager of the Company; or

(6) Any change in a guarantor of any obligation to the Secretary of HUD (the "Secretary").

d. The Company is authorized to execute a note, mortgage, deed of trust or security deed and security agreement in order to secure a loan to be insured by the Secretary and to execute the Regulatory Agreement and other documents required by the Secretary in connection with the HUD-insured loan.

e. Any incoming member must as a condition of receiving an interest in the Company agree to be bound by the note, mortgage, deed of trust or security deed, security agreement, the Regulatory Agreement and any other documents required in connection with the HUD-insured loan to the same extent and on the same terms as the other members.

f. Notwithstanding any other provisions, upon any dissolution, no title or right to possession and control of the Project, and no right to collect the rents from the Project, shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to the Secretary.

g. The members and any assignee of a member are liable in their individual capacity to HUD for:

(1) Funds or property of the Project coming into its possession, which by the provisions of the Regulatory Agreement, the person or entity is not entitled to retain;

(2) Its own acts and deeds, or acts and deeds of others which it has authorized, in violation of the provisions of the Regulatory Agreement;

(3) The acts and deeds of affiliates, as defined in the regulatory Agreement, which the person or entity has authorized in violation of the provisions of the Regulatory Agreement; and

(4) As otherwise provided by law.

- h. The Company shall not voluntarily be dissolved or converted to another form of entity without the prior written approval of HUD.
- i. The Company has designated Martin D. Hamburg and G. William Heck as its official representatives for all matters concerning the project which require HUD consent or approval. The signature of either of these persons will bind the Company in all such matters. The Company may, from time to time, appoint a new representative or representatives to perform this function, but within 3 business days of doing so, will provide HUD with written notification of the name, address, and telephone number of its new representative(s). When a person other than the person(s) identified above has full or partial authority of management of the Project, the Company will promptly provide HUD with the name of that person and the nature of that person's management authority.
- j. The sole purpose for which the Company is organized is to acquire, hold, maintain and operate the real property and building and other improvements thereon located at 6800 Block of Commercial Boulevard, Lauderhill, Broward County, Florida and the construction of a senior housing facility thereon, together with such other activities as may be necessary or advisable in connection with such limited purpose. The Company shall not engage in any business, and it shall have no purpose, unrelated to the foregoing purpose and shall not acquire any real property or own assets other than those in furtherance of the limited purposes of the Company.
- k. Indemnification of any Members or Manager shall only be made from surplus cash as that term is defined in the U.S. Department of Housing and Urban Development Regulatory Agreement entered into with the Company or from the proceeds of an insurance policy in place at the time of closing of transactions in connection with such agreement.

**DATED:** November 20, 2006

  
\_\_\_\_\_  
Name: William A. Gartland  
Capacity: Authorized Representative