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LIMITED LIABILITY AMENDMENT

ZEPHYR X PROPERTIES, L.C.

L97-370

Certificate of Status	0
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Estimated Charge	\$55.00

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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
ZEPHYR X PROPERTIES, L.C.

FIRST: The date of filing of the Articles of Organization was March 28, 1997.

SECOND: The following amendments to the Articles of Organization were adopted by the limited liability company and the following provisions are hereby added thereto:

A. Notwithstanding any provision hereof to the contrary, the nature of the business and of the purposes to be conducted and promoted by the limited liability company, is to engage solely in the following activities: (i) to acquire from Barry Real Estate Fund I, Ltd. certain parcels of real property, together with all improvements located thereon, in the City of Boca Raton, State of Florida (the "Property"); (ii) to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property; (iii) 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.

B. Notwithstanding any provision hereof to the contrary, if any indebtedness of the limited liability company to First Union National Bank or its successors or assigns is outstanding (such indebtedness, the "First Mortgage") the limited liability company shall not: (1) incur, assume or guarantee any indebtedness other than (a) the First Mortgage; and (b) liabilities in the ordinary course of business relating to the ownership and operation of the Property not more than 60 days past due; (2) dissolve or liquidate, or consolidate or merge with or into any other Person or convey or transfer its properties substantially as an entirety to any Person; (3) permit the transfer, assignment, pledge or other disposition of or encumbrance of any membership interest or interest therein except as expressly provided for in the documents evidencing the First Mortgage; (4) 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; or (5) amend these articles of organization or the operating agreement of the limited liability company without first obtaining approval of First Union National Bank or its successors or assigns as lender under the First Mortgage.

C. Notwithstanding any provision hereof to the contrary, any and all obligation of the limited liability company to indemnify its members shall be fully subordinated to the First Mortgage and, as long as the First Mortgage is outstanding, shall not constitute a claim against the limited liability company.

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D. Except for South Florida Commercial Properties, Inc. with respect to activities conducted on behalf of Zephyr X Properties, L.C. notwithstanding any provision hereof to the contrary, for so long as the First Mortgage is outstanding, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these articles of organization of the limited liability company, 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 other Person 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 other Person.
3. It shall observe all limited liability company formalities.
4. It shall not commingle its assets with those of any other Person.
5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from any other Person.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any other Person.
8. It shall maintain an arm's length relationship with any member or Affiliate.
9. It shall not guarantee or become obligated for the debts of any other Person 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 other Person.
11. It shall not pledge its assets for the benefit of any other Person.
12. It shall not acquire obligations or securities of any other Person.
13. It shall not make loans to any other Person.
14. It shall correct any known misunderstanding regarding its separate identity.
15. It shall maintain adequate capital in light of its contemplated business operations.
16. It shall hold itself out as an entity separate from any other Person.

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- 17. It shall file its tax returns separate from those of any other Person.
- 18. It shall have a limited liability company member.

E. For purpose of Articles of Organization, the following terms shall have the following meanings: "Affiliate" means any Person other than the limited liability company (i) which owns beneficially, directly or indirectly through one or more intermediaries, more than ten percent (10%) of the membership interests of the limited liability company or the managing member, or which is otherwise in control of the limited liability company whether directly or indirectly through one or more intermediaries, (ii) of which more than ten percent (10%) of the outstanding equity interest is owned beneficially, directly or indirectly, by any Person described in clause (i) above, or (iii) which is controlled by or under common control with any Person described in clause (i) above; provided that for the purpose of this definition the terms "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended. "Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, government or any agency or political subdivision thereof or any other entity.

F. 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 is outstanding, the limited liability company shall not liquidate the Property without first obtaining approval of the holders of the First Mortgage.

G. Notwithstanding any provision hereof to the contrary, 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 interests of the limited liability company's creditors.

H. If any provisions of these Articles of Organization conflicts with any provisions of the Regulations, these Articles of Organization shall govern.

Dated October 4, 2000.

DACO INVESTORS, L.C., a Florida
liability company, Member

BY: Deborah E. Firestone, manager
DEBORAH E. FIRESTONE, Manager

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