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LIMITED LIABILITY AMENDMENT

SOUTH DADE SELF STORAGE LLC

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$60.00

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SOUTH DADE SELF STORAGE LLC**

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SOUTH DADE SELF STORAGE LLC, a limited liability company organized and existing under the laws of the State of Florida, does hereby certify pursuant to the Florida Statutes that:

1. The name of the limited liability company is SOUTH DADE SELF STORAGE LLC.
2. The date of filing of the Articles of Organization was August 5, 1998.
3. The street address of the current registered office is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.
4. These Amended and Restated Articles of Organization (the "Articles") were duly adopted by the members of the Company at a meeting held on February 26, 2003, and the number of votes cast for the amendments was sufficient for approval.
5. The text of the Articles of Organization, as amended, of the Company is hereby restated with the amendments set forth below, effective as of the date of filing of this instrument with the Secretary of State of Florida, to read as follows:

ARTICLE I - NAME

The name of the corporation is SOUTH DADE SELF STORAGE LLC (hereinafter called the "Company").

ARTICLE II - PURPOSE

The Company's business and purpose shall consist solely of the ownership, operation and management of the real estate project known as South Dade Self Storage located in Miami-Dade County, Florida (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

ARTICLE III - POWERS AND DUTIES

Notwithstanding any other provisions of these Articles and so long as any obligations secured by the Mortgage (as defined below) remain outstanding and not discharged in full,

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without the consent of all members, the managing member of the Company shall have no authority to:

- (i) borrow money or incur indebtedness on behalf of the Company other than normal trade accounts payable and lease obligations in the normal course of business, or grant consensual liens on the Company's property; except, however, that the Managing Member is hereby authorized to secure financing for the Company pursuant to the terms of that certain note (the "Note") in the original principal amount of Five Million Thirty Thousand and 00/100 Dollars (\$5,030,000.00) (the "Loan") and other indebtedness expressly permitted therein or in the documents executed in connection with or as security for such Note, and to grant a mortgage, lien or liens on the Property to secure the Loan (the "Mortgage");
- (ii) dissolve or liquidate the Company;
- (iii) sell or lease, or otherwise dispose of all or substantially all of the assets of the Company;
- (iv) file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any action;
- (v) amend, modify or alter Articles II, III, IV, V or VI of these Articles; or
- (vi) merge or consolidate with any other entity.

Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the managing member of the Company shall have no authority (1) to take any action in items (i) through (iii) and (v) and (vi) without the prior written consent of the holder of the Mortgage.

ARTICLE IV - TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no member shall have any ownership interest in any Company property in its individual name or right, and each member's membership interest shall be personal property for all purposes.

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ARTICLE V - SEPARATENESS/OPERATIONS MATTERS

The Company shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

ARTICLE VI - EFFECT OF BANKRUPTCY, DEATH OR INCOMPETENCY OF A MEMBER

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such member shall have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent member. The foregoing shall apply to the extent permitted by applicable law.

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ARTICLE VII - PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of the Company is 444 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131 and the name of the registered agent at that address is Hunton & Williams.

ARTICLE IX - MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one (1) managing member, who shall be elected annually by the members of the Company in the manner prescribed by and provided in the regulations of the Company. Such managing member shall also have the rights and responsibilities described in the regulations of the Company. The name and address of the managing member is as follows:

America's Self Storage Corp.
444 Brickell Avenue
Suite 900
Miami, Florida 33131

ARTICLE X - ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority of the members of the Company, upon the written application of such new member, in the manner set forth in the regulations of the Company.

ARTICLE XI - REGULATIONS

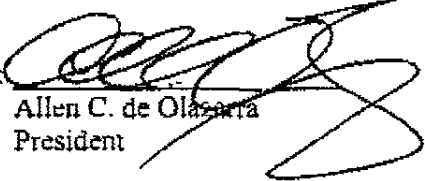
The power to adopt, alter, amend, or repeal the regulations of the Company shall be vested in the members of the Company.

[Signature page follows.]

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IN WITNESS WHEREOF, America's Self Storage Corp. has caused these Amended and Restated Articles of Organization to be executed this 26th day of February, 2003.

AMERICA'S SELF STORAGE CORP.

By: 
Allen C. de Olazaria
President

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

HUNTON & WILLIAMS

By: 

Stuart K. Hoffman
Partner

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