

L99000000449

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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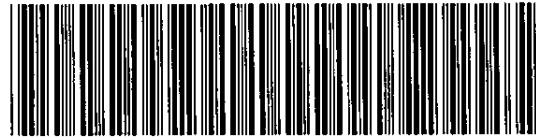
(Business Entity Name)

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15 MAY 12 AM 10:41
19 ADAMS BLVD
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 15 2015
J. HARRIS

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

R-M Development Group Capital

Partners, L.L.C.

Signature _____

Requested by: SETH

05/13/15

Name

Date

Time

Walk-In

Will Pick Up

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ✓ Cert. Copy _____
____ Photo Copy _____
____ ✓ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: R-M Development Group Capital Partners, L.L.C.

Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mitchell T. McRae, Esq.

Name of Person

McRae Law Offices, P.A.

Firm/Company

5300 West Atlantic Avenue, Suite 412

Address

Delray Beach, FL 33484

City/State and Zip Code

mmcrae@mcraelawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mitchell T. McRae, Esq.

561 638-6600
at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☒ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 13, 2015

CAPITAL CONNECTION, INC
SETH

SUBJECT: R-M DEVELOPMENT GROUP CAPITAL PARTNERS, L.L.C.
Ref. Number: L99000000449

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DEPARTMENT OF STATE
CORPORATIONS
15 MAY 14 AM 11:52
A.D. HARRIS
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

We have received your document for R-M DEVELOPMENT GROUP CAPITAL PARTNERS, L.L.C. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapter 605, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Jenna D Harris
Regulatory Specialist II

Letter Number: 315A00010002

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

R-M DEVELOPMENT GROUP CAPITAL PARTNERS, L.L.C.

(Name of the Limited Liability Company as it now appears on our records.)

(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on January 19, 1999 and assigned Florida document number L99000000449.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

City

, Florida

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager

AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	GORDON PROPERTIES LIMITED PARTNERSHIP	31530 CONCORD DRIVE	<input type="checkbox"/> Add
		MADISON HEIGHTS, MI 48071	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Change
MGRM	H.F. FAMILY LIMITED PARTNERSHIP	470 N. CRANBROOK	<input type="checkbox"/> Add
		BLOOMFIELD VILLAGE, MI	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Change
MGRM	GERALD LIONEL ROBINSON TRUST	21 NW 12TH ST	<input type="checkbox"/> Add
		DELRAY BEACH, FL 33444	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Change
MGRM	6274-6298 LINTON MANAGER, INC.	5300 W. ATLANTIC AVE., #412	<input checked="" type="checkbox"/> Add
		DELRAY BEACH, FL 33484	<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change

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D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

A new Article IX to the Articles of organization is added, as follows: ARTICLE IX: PURPOSES

The purpose for which the Company is organized is as follows: The Company is obtaining a loan (the "Loan") from Pillar Multifamily, LLC (or any affiliate thereof, together with its successors and assigns, "Lender") to evidence certain debt (the "Debt" or "Indebtedness") and obligations (the "Obligations") to be secured and/or evidenced by a loan agreement (the "Loan Agreement") (with defined terms used herein but not defined herein having the meaning set forth in the Loan Agreement). Notwithstanding any other provisions of the Company's bylaws, articles of organization, any organizational documents of the Company, or any other document governing management and operation of the Company, at all times on and after the date hereof and until such time as the Obligations shall be paid and performed in full:

(a) The Company has been, is, and will be organized solely for the purpose of acquiring, developing, owning, holding, selling, leasing, transferring, exchanging, managing and operating the real estate project known as The Addison, 6274-6298 Linton Boulevard, located in Delray Beach, Palm Beach County, Florida (the "Property"), entering into the Loan Agreement with the Lender, refinancing the Property in connection with a permitted repayment of the Loan, and transacting in lawful business that is incident, necessary and appropriate to accomplish the foregoing, and the Company has not owned, does not own, and will not own any asset or property other than the Property and any incidental personal property necessary for the ownership of the Property. (CONTINUATION...)

E. Effective date, if other than the date of filing: _____ (optional)

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b) **Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of:
(b) The 90th day after the record is filed.

Dated May 7, 2015



Signature of a member or authorized representative of a member

FRED FECHHEIMER, PRESIDENT: 6274-6298 LINTON MANAGER, INC., MANAGING MEMBER

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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(a) (Continuation from page 3...)

(b) The Company has not engaged and will not engage in any business other than the ownership of the Property and the Company will conduct and operate its business as presently conducted and operated.

(c) The Company has not and will not enter into any contract or agreement with any Affiliate of the Company except upon terms and conditions that are intrinsically fair, commercially reasonable, and no less favorable to it than would be available on an arms-length basis with third parties other than any such party.

(d) The Company will not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than unsecured trade payables incurred in the ordinary course of business related to the ownership of an interest in the Company that (A) do not exceed at any one time \$10,000.00, and (B) are paid within thirty (30) days after the date incurred.

(e) The Company has not made and will not make any loans or advances to any third party (including any Affiliate or constituent party), and has not and shall not acquire obligations or securities of its Affiliates.

(f) The Company has been, is, and intends to remain solvent and the Company has paid and intends to pay its debts and liabilities (including, as applicable, shared personnel and overhead expenses) from its assets; provided that the foregoing shall not require any direct or indirect member of the Company to make any additional capital contributions to the Company.

(g) The Company has done or caused to be done, and will do, all things necessary to observe organizational formalities and preserve its existence, and the Company has not, will not (i) terminate or fail to comply with the provisions of its organizational documents, or (ii) unless (A) Lender has consented and (B) following a Securitization of the Loan, the applicable Rating Agencies have issued a Rating Agency Confirmation in connection therewith, amend, modify or otherwise change its operating agreement or other organizational documents.

(h) The Company has maintained and will maintain all of its books, records, financial statements and bank accounts separate from those of its Affiliates and any other Person. The Company's assets will not be listed as assets on the financial statement of any other Person; provided, however, that the Company's assets may be included in a consolidated financial statement of its Affiliates provided that (i) appropriate notation shall be made on such consolidated financial statements to indicate the separateness of the Company and such Affiliates and to indicate that the Company's assets and credit are not available to satisfy the debts and other obligations of such Affiliates or any other Person, and (ii) such assets shall be listed on the Company's own separate balance sheet. The Company will file its own tax returns (to the extent the Company is required to file any such tax returns) and will not file a consolidated federal income tax return with any other Person. The Company has maintained and shall maintain its books, records, resolutions and agreements in accordance with these articles.

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TALLAHASSEE, FLORIDA

(i) The Company has been, will be, and at all times has held and will hold itself out to the public as, a legal entity separate and distinct from any other entity (including any Affiliate of the Company or any constituent party of the Company), shall correct any known misunderstanding regarding its status as a separate entity, shall conduct business in its own name, shall not identify itself or any of its Affiliates as a division or department or part of the other and shall maintain and utilize separate stationery, invoices and checks bearing its own name.

(j) The Company has maintained and intends to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations; provided that the foregoing shall not require any direct or indirect member of the Company to make any additional capital contributions to the Company.

(k) Neither the Company nor any constituent party of the Company has sought or will seek or effect the liquidation, dissolution, winding up, consolidation or merger, in whole or in part, of the Company.

(l) The Company has not and will not commingle the funds and other assets of the Company with those of any Affiliate or constituent party or any other Person, and has held and will hold all of its assets in its own name.

(m) The Company has and will maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any Affiliate or constituent party or any other Person.

(n) The Company has not and will not assume or guarantee or become obligated for the debts of any other Person and does not and will not hold itself out to be responsible for or have its credit available to satisfy the debts or obligations of any other Person.

(o) Lender is an intended third-party beneficiary of the "special purpose" provisions of this Article.

(p) Actions requiring unanimous written consent of the members of the Company shall include each of the following with respect to the Company: (i) filing or consenting to the filing of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, (ii) seeking or consenting to the appointment of a receiver, liquidator or any similar official of the Company or a substantial part of its business, (iii) taking any action that might cause such entity to become insolvent, (iv) making an assignment for the benefit of creditors, (v) admitting in writing its inability to pay debts generally as they become due, (vi) declaring or effectuating a moratorium on the payment of any obligations, or (vii) taking any action in furtherance of the foregoing.

(q) The Company will comply with or cause the compliance with, all of the representations, warranties and covenants in this Article, and (ii) all of the organizational documents of the Company.

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TALLAHASSEE, FLORIDA

(r) The Company has not permitted and will not permit any Affiliate or constituent party independent access to its bank accounts.

(s) The Company has paid and intends to pay its own liabilities and expenses, including the salaries of its own employees (if any) from its own funds, and has maintained and shall maintain a sufficient number of employees (if any) in light of its contemplated business operations; provided that the foregoing shall not require any direct or indirect member of the Company to make any additional capital contributions to the Company.

(t) The Company has compensated and shall compensate each of its consultants and agents from its funds for services provided to it and pay from its own assets all obligations of any kind incurred; provided that the foregoing shall not require any direct or indirect member of the Company to make any additional capital contributions to the Company.

(u) The Company has allocated and will allocate fairly and reasonably any overhead expenses that are shared with any Affiliate, including shared office space.

(v) The Company has (and will have) no obligation to indemnify its members or managers, as the case may be, or has such an obligation that is fully subordinated to the Debt and will not constitute a claim against it if cash flow in excess of the amount required to pay the Debt is insufficient to pay such obligation.

(w) The Company will not: (A) dissolve, merge, liquidate, consolidate; (B) sell, transfer, dispose, or encumber all or substantially all of its assets or acquire all or substantially all of the assets of any Person; or (C) engage in any other business activity, or amend its organizational documents with respect to the matters set forth in this Article without the consent of the Lender.

(x) The Company has not, does not, and will not have any of its obligations guaranteed by any Affiliate.

All indemnification obligations of the Company to any member or manager are fully subordinated to the Debt and Obligations and such indemnification obligations shall in no event constitute a claim against the Company if cash flow in excess of amounts necessary to pay the Debt and Obligations under the Loan is insufficient to pay such indemnification obligations

ARTICLE VII of the Articles of Organization is amended so that it reads as follows:

ARTICLE VII - MANAGEMENT

The limited liability company is to be managed by its Manager, the name and address of which Manager is 6274-6298 LINTON MANAGER, INC., a Florida corporation, 5300 West Atlantic Avenue, Suite 412, Delray Beach, FL 33484.

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