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Tuesday, September 28, 1999

Division of Corporations

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**LIMITED LIABILITY AMENDMENT**

**WINDSOR HOLLYWOOD, LLC**

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**CERTIFICATE OF AMENDMENT TO  
ARTICLES OF ORGANIZATION OF  
WINDSOR HOLLYWOOD, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

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- FIRST:** The date of filing of the Articles of Organization was July 28, 1999.
- SECOND:** The following amendments to the Articles of Organization were adopted by the Limited Liability Company and shall be added to the original Articles of Organization, and Article IV shall be replaced by the following Article IV:

**ARTICLE IV - MANAGEMENT**

The Limited Liability Company is to be managed by its Member, Wiener Windsor, LLC, a Delaware Limited Liability Company. The address of the Member is:

Wiener Windsor, LLC  
c/o Frederick K. Mehlman  
J.R.D. Management Corp.  
875 Mamaroneck Avenue  
Mamaroneck, NY 10543

**ARTICLE VII - PURPOSE**

The Company's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project known as Windsor Apartments, located in the City of Hollywood, Broward County, Florida (the "Property"); the legal description of which is attached hereto and made a part hereof marked Exhibit "A", and such activities as are necessary, incidental or appropriate in connection therewith.

**ARTICLE VIII- POWERS AND DUTIES**

(a) Notwithstanding any other provisions of these Articles and so long as any obligations secured by that certain Mortgage in favor of General Electric Capital Corporation, as lender (the "Mortgage") remain outstanding and not discharged in full, without the prior written consent of the holder of the Mortgage, the Managing Member and 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 the Mortgage and other indebtedness expressly permitted therein or in the documents related to the Mortgage, and to grant a mortgage, lien or liens on the Company's property to secure such 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) amend, modify or alter Articles VII, VIII, IX, X, XI of these Articles; or
  - (v) merge or consolidate with any other entity.
- (b) Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains

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outstanding and not discharged in full, the Managing Member and the Company shall have no authority, unless such action has been approved by the unanimous vote of the Managing Member's Board of Managers and the unanimous consent of all other Members, to 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.

(c) So long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Company shall have a Limited Liability Company member having a Certificate of Formation containing the restrictions and terms set forth in Articles 3,4,5,6 & 7 of the Member's Certificate of Formation as of the date hereof, and the Company shall have no other members.

#### ARTICLE IX - 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.

#### ARTICLE X - 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;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) correct any known misunderstanding as to its separate identity;

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- (l) not permit any affiliate to guarantee or pay its obligations (other than limited guarantees set forth in the Mortgage or related documents); and
- (m) not make loans or advances to any other person.

**ARTICLE XI - 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 of 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.

DATED: September 27, 1999

WIENER FAMILY PARTNERSHIP,  
a New York General Partnership.  
Managing Member and Sole Member

By: *[Signature]*  
FREDERICK K. MEHLMAN, As Trustee  
under Trust dated 12/96  
FBO Robert R. Wiener, Managing Member

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**EXHIBIT "A"**  
**LAND (LEGAL DESCRIPTION)**

**DESCRIPTION: ( PARCEL 1 )**

All of Block 'E' and a portion of Blocks 'D' and 'G' of "ORANGEBROOK HILLS", as recorded in Plat Book 68, Page 29 of the Public Records of Broward County, Florida, and that portion of the vacated Washington Street right-of-way adjacent thereto as described in the City of Hollywood, Florida, Ordinance No. 0-76-46, as adopted June 16, 1976, all of the above being more particularly described as follows:

COMMENCING at the Southwest corner of said Block 'D', run S.89°54'29"E. along the South boundary of Block 'D' 53.30 feet to a POINT OF BEGINNING on a 1320 foot radius curve whose center bears S.76°00'58"E. from said point; thence, Northeasterly along the last described curve to the right, through a central angle of 28°10'31", an arc distance of 649.11 feet to a point of tangency; thence, N.42°09'32"E. 285.48 feet to a point of curvature; thence, Northeasterly along a 776 foot radius curve to the left, through a central angle of 14°15'36", an arc distance of 193.13 feet to an intersection with the East boundary of said Block 'G'; thence, S.0°40'09"W. along the last described line and along the Southerly prolongation of said line 265.75 feet to an intersection with the centerline of Washington Street; thence, N.89°49'21"W. along the last described centerline 1.78 feet to an intersection with the Northerly prolongation of the East boundary of said Block 'D'; thence, S.0°15'16"W. along the last described line and along the East boundary of said Blocks 'D' and 'E' 1343.14 feet to the Southeast corner of said Block 'E'; thence, N.89°54'29"W. along the South boundary of Block 'E' 304.37 feet to the Southwest corner of Block 'E'; thence, N.0°15'16"E. along the West boundary of Block 'E' 671.55 feet; thence N.89°54'29"W. along the South boundary of said Block 'D' 292.33 feet to the POINT OF BEGINNING;

**TOGETHER WITH: ( PARCEL 2 )**

All of Parcel 'A' of "PARK LANE PLAZA", according to the Plat thereof as recorded in Plat Book 131, Page 16 of the Public Records of Broward County, Florida.

**TOGETHER WITH: ( PARCEL 3 )**

All that portion of the right-of-way of SOUTH PARK ROAD vacated by the City of Hollywood by Ordinance No. 0-94-57 and recorded in Official Records Book 23054, Page 573, Broward County Records.

**TOGETHER WITH: ( PARCEL 4 )**

All that portion of the right-of-way of SOUTH PARK ROAD vacated by Broward County by Resolution No. 95-403 and recorded in Official Records Book 23487, Page 608, Broward County Records.

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EXHIBIT "A"  
(continued)

TOGETHER WITH: (PARCEL 5)

Perpetual drainage easement rights created under that certain Easement filed 8-10-95 in Official Records Book 23775 page 720, of the Public Records of Broward County, Florida, over the following described real property:

A portion of ORANGEBROOK GOLF COURSE, being a portion of the North 1/2 of Section 17, Township 51 South, Range 42 East, and a portion of "DICK LLOYD PLAT", as recorded in Plat Book 110, Page 8 of the Public Records of Broward County, Florida, being more particularly described as follows:

COMMENCE at a point of intersection of the East Right-of-Way Line of SOVILL PARK ROAD, per City of Hollywood Ordinance No. O-76-46, and the East Line of Tract "D" of the Plat of "ORANGEBROOK HILLS", as recorded in Plat Book 68, Page 29 of the Public Records of Broward County, Florida; thence S. 89° 19' 51" E. (at right angles to said East Line), for 35.26 feet to the POINT of BEGINNING of the hereinafter described EASEMENT; thence North 22° 23' 15" East for 665.78 feet; thence North 44° 21' 57" East for 86.46 feet; thence South 45° 38' 03" East for 15.00 feet; thence South 44° 21' 57" West for 83.84 feet; thence South 22° 23' 15" West for 650.90 feet; thence North 89° 19' 51" West for 16.15 feet to the POINT of BEGINNING.

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