

Division of Corporations

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**CASTILLO GRAND LLC**

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EXAMINER

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF
CASTILLO GRAND LLC**

Document Number L99000007204

Pursuant to the provisions of Section 608.411 of the Florida Statutes, **CASTILLO GRAND LLC**, a limited liability company organized and existing under the laws of the State of Florida, (the "Company") hereby adopts the following Articles of Amendment to its Amended and Restated Articles of Organization ("Articles of Amendment").

ARTICLE I

Name

The name of the Company is CASTILLO GRAND LLC.

ARTICLE II

Date of Filing

The date of filing of the Articles of Organization of the Company was October 29, 1999, and the date of filing the Amended and Restated Articles of Organization of the Company (the "Articles") was July 18, 2003.

ARTICLE III

Amendment

The Articles of the Company are hereby amended as follows:

1. A new paragraph is hereby added to the end of Article VI as follows:

Notwithstanding anything contrary contained in this Article VI, any prohibitions against the Company (i) incurring, assuming, or guaranteeing any additional indebtedness, or (ii) pledging its assets, or (iii) guaranteeing the obligations of any affiliated entity, or (iv) otherwise participating in any loan facilities shall not be applicable to that certain loan transaction by and among Marriott International Capital Corporation, a corporation organized and existing under the laws of the State of Delaware, ("MICC") CGN Two, LLC, a limited liability company organized and existing under the laws of the State of Delaware, and CG Managing Member Inc., a corporation organized and existing under the laws of the State of Florida, (the "MICC Loan").

2. A new Section 16 is hereby added to Article IX, as follows:

Notwithstanding anything contrary contained in this Article IX, any prohibitions against the Company (i) incurring, assuming, or guaranteeing any additional indebtedness, or (ii) pledging its assets, or (iii) guaranteeing the obligations of any

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affiliated entity, or (iv) otherwise participating in any loan facilities shall not be applicable to the MICC Loan.

3. Article XII, Section A., is hereby deleted in its entirety and replaced with the following:

A. [Intentionally omitted.]

4. Article XII, Section B.1., is hereby deleted in its entirety and replaced with the following:

The Company hereby elects to treat all of the Membership Interests in the Company (consisting of all rights of the Member to distributions and to allocations of profits and losses and all other rights and powers of the Member thereunder) as a "security" within the meaning of, and governed by, Article 8 of the Uniform Commercial Code (including Section 8-102(a)(15) thereof) as in effect from time to time in Florida that now or hereafter substantially includes the 1994 revisions to Article 8 of the Uniform Commercial Code in the State of Florida as adopted by the American Law Institute and the National Conference of Commissioners on Uniform State Laws and approved by the American Bar Association on February 14, 1995. So long as any obligations under the MICC Loan remain outstanding and not discharged in full, the Company shall not opt out of Article 8 of the Uniform Commercial Code. The Membership Interests shall for all purposes be personal property. In connection with the MICC Loan, the Company shall issue non-negotiable certificates of membership interest in the names of the Members, substantially in form and substance previously approved by MICC (each a "Certificate" and, collectively, the "Certificates"). The Certificates shall include a provision stating that the Certificates have been pledged as security for obligations in favor of MICC under the MICC Loan documents and shall be delivered to MICC to perfect MICC's security interests in such Certificates. Such Certificates shall evidence all of the Membership Interests of the Members in the Company. The Company shall maintain books for the purpose of registering the ownership and transfer of Membership Interests.

5. Article XII, Section C., is hereby deleted in its entirety and replaced with the following:

C. Free Transferability. Except as limited by that certain Amended and Restated Mortgage, Assignment of Leases and Rents and Security Agreement by and between the Company and CIBC Inc. ("Mortgage Loan Agreement"), to the fullest extent permitted by Chapter 608 of the Florida Statutes, any Member may, at any time or from time to time, without the consent of any other Person, Transfer, pledge or encumber any or all of its Certificates of Membership Interest. Subject to the restrictions of the Mortgage Loan Agreement, the Transferee of any Certificates of Membership Interest shall be admitted to the Company as a substitute member of the Company on the effective date of such Transfer upon (i) such Transferee's written acceptance of the terms and provisions of these Amended and Restated Articles of Organization and Amendments thereto and its written assumption of the obligations hereunder of the Transferor of such Certificates of Membership Interest, which shall be evidenced by such Transferee's execution and delivery to the Company of an Application for

Transfer of Certificates of Membership Interest on the reverse side of the Certificate of Membership Interest representing the Certificates of Membership Interest being Transferred, and (ii) the recording of such Transferee's name as a Substitute Member on the books and records of the Company. Any Transfer of any Certificates of Membership Interest pursuant to this Section XIIIC shall be effective as of the later of (i) the close of business on the day on which such Transfer occurs, or (ii) the effective date and time of such Transfer that is designated in the Application for Transfer of Certificates of Membership Interest delivered by the Transferee to the Company.


ARTICLE IV
Effective Date

The foregoing amendment shall be effective as of the date of filing of these Articles of Amendment.

[Signatures follow on separate page.]

These Articles of Amendment have been duly executed by the undersigned members of the Company on this 24th day of September, 2008.

CG MANAGING MEMBER INC.

By: 
FRED B. BULLARD, JR.,
its President and Chief Executive Officer

Attest: 
GREGORY D. MORRIS,
its Treasurer

(CORPORATE SEAL)

[Signatures continue on following page.]

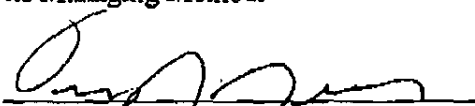
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CGN TWO, LLC

By: CGN ONE, LLC,
its Managing Member

By: 
FRED B. BULLARD, JR.,
its Chief Executive Officer

Consent of First Mortgage Holder to Amendment:

The undersigned hereby consents to the foregoing Articles of Amendment to the Amended and Restated Articles of Organization of Castillo Grand LLC.

CIBC Inc.

By: Joel Gershon
Its JOEL GERSHON
Its AUTHORIZED SIGNATORY