

L99000009331



ACCOUNT NO. : 072100000032  
REFERENCE : 580000 9955A  
AUTHORIZATION : Patricia Pignato  
COST LIMIT : \$ ~~43.75~~ \$55.00

per change

ORDER DATE : February 8, 2000

ORDER TIME : 10:57 AM

ORDER NO. : 580000-005

800003127708--2

CUSTOMER NO: 9955A

CUSTOMER: Ms. Karolyn Sheekey  
Chiumento Braunstein & Emery,  
Suite B  
4 Old Kings Road North  
Palm Coast, FL 32137

DOMESTIC AMENDMENT FILING

NAME: OLD CITY, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS

APPROVED AND FILED  
OFFICE - 8 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

COPIED 8 AM 11:29

RECEIVED



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 8, 2000

CSC  
ATTN: ANGIE GLISAR

SUBJECT: OLD CITY, L.C.  
Ref. Number: L99000009331

We have received your document for OLD CITY, L.C. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The fee to file an amendment and receive a certified copy is \$55.00.

There is a balance due of \$11.25.

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) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 100A00006423

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
OF ARTICLES OF ORGANIZATION OF  
OLD CITY, L.C.**

Pursuant to the provisions of Florida Statute 608.411 of the Florida Limited Liability Act, the undersigned Company adopts the following Articles of Amendment of its Articles of Organization:

- FIRST: The name of the limited liability company is: Old City, L.C.
- SECOND: The date of filing of the Articles of Organization was: December 29, 1999.
- THIRD: The Articles of Organization of Old City, L.C. is hereby amended as follows:

Article XII:

**BUSINESS OF THE LIMITED LIABILITY COMPANY:**

Purpose: The sole purpose for which the Company is formed is owning, managing and leasing of the real property located in St. Augustine, Florida and more particularly described in Exhibit A (the "Property") and activities incidental thereto. The Company shall be prohibited from incurring indebtedness of any kind except for a mortgage loan and other indebtedness, (the "Indebtedness"), incurred in favor of LR4A-JV Limited Partnership, and its successors and assigns with respect to the indebtedness (the "Lender), and trade payables incurred in the ordinary course of business. For so long as the indebtedness is outstanding, the Company shall not amend its Articles of Organization, engage in any business activity other than that set forth hereinabove, dissolve, liquidate, consolidate, merge or sell all or substantially all of the Company's assets.

In furtherance of the conduct of the above described business, the Company is authorized:

- (a) To acquire the property described above.
- (b) To enter into, execute, modify, amend, supplement, acknowledge, deliver, perform and carry out contracts of any kind, including operating agreements of limited liability companies, whether as a member or manager, contracts with Affiliated Persons, including guarantees and joint venture, limited and

SECRETARY'S OFFICE  
FALL QUARTER, FLORIDA

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general partnership agreements and contracts establishing business arrangements or organizations, necessary to, in connection with or incidental to the accomplishment of the business of the Company, and to secure the same by mortgages, pledges or other liens.

(c) To borrow money and issue evidences of indebtedness in furtherance of the business of the Company, and to secure the same by mortgages, pledge, or other liens.

(d) To the extent that funds of the Company are available, to pay all expenses, debts and obligations of the Company.

(e) To exercise all the powers and privileges granted by law or the Articles of Organization, together with any powers incidental thereto, so far as such powers are necessary or convenient to the conduct, promotion or attainment of the business, trade, purposes or activities of the Company.

(f) To take any other action not prohibited by law with respect to the property.

Upon satisfaction of the above referenced indebtedness the limitations and prohibitions contained in this Article shall terminate and be of no further force and effect.

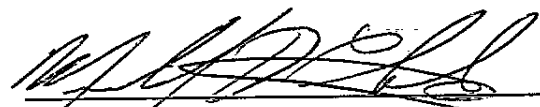
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TALLAHASSEE, FLORIDA

APPROVED  
FILED

The foregoing Amendment was adopted by the members of the Company on this 7th day of February, 2000.

4. The aforesaid Amendment to the Articles of Organization of Old City, L.C. shall become effective upon filing of this Amendment with the Department of State.

DATED: February 7, 2000



Authorized Representative of a Member

MICHAEL D. CHIUMENTO

Typed Name

In the City of St. Augustine, Florida, beginning at the Southwest corner of St. George and King Streets in said City, run westerly along the South line of King Street, 60 feet 6 inches, thence southerly along the dividing line between the lot formerly of Brainard and this lot, 150 feet 3 inches, more or less, thence running easterly along the South line of the lot formerly known as the "Perault Lot", 70 feet more or less to St. George Street, thence northerly along the West side of St. George Street to the place of beginning. Being designated upon the official map of said City approved January 1, 1905, as Lot 14 of Block 36.

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AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT "A"