

From:

03/22/2017 16:10

#318 P.001/005

Division of Corporations

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Florida Department of State
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ASSOCIATION,**

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From:

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**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
GULF COAST TOWN CENTER PROPERTY OWNERS ASSOCIATION, INC.**

Document No. N07000003753

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment (this "Amendment") to its articles of incorporation.

FIRST: The current name of this corporation is "Gulf Coast Town Center Property Owners Association, Inc."

SECOND: Amendments adopted:

- A. Article V of the Articles of Incorporation of the Gulf Coast Town Center Property Owners Association, Inc. (the "Association") is hereby amended to change the principal office of the Association to:

GCTC Holdings LLC
520 Madison Avenue, 30th Floor
New York, New York 10022

- B. Article V of the Articles of Incorporation of the Association is hereby further amended to change the registered agent and registered office of the Association to:

National Corporate Research, Ltd., Inc.
115 North Calhoun Street, Suite 4
Tallahassee, Florida 32301

- C. Article VII of the Articles of Incorporation is hereby amended to reflect that the entirety of the Board of Directors and the President, Vice President and Secretary/Treasurer have been removed and/or such individuals have resigned as of June 1, 2016 and such vacancies were filled by the Class B Member in accordance with the Bylaws and the Articles of Incorporation. The Class B Member has appointed the following individuals as of the date hereof to the position(s) and with the mailing addresses adjacent to their name:

Name

Address

Jeff W. Preston, President

400 Clematis Street
Suite 201
West Palm Beach, FL 33401

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Michael Crosby, Vice President/Treasurer 400 Clematis Street
Suite 201
West Palm Beach, FL 33401

Scott Goldsmith, Vice President/Secretary 400 Clematis Street
Suite 201
West Palm Beach, FL 33401

THIRD: The date of adoption of this Amendment was March 22, 2017.

FOURTH: Adoption of Amendments.

This Amendment was unanimously adopted by the Board of Directors of the Association on March 22, 2017.

This Amendment was approved by at least a two-thirds (2/3) vote of the members of the Association and the Class B Member and "Declarant" of the Association on March 22, 2017. The number of votes cast for this Amendment by the members were sufficient for approval.

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GULF COAST TOWN CENTER PROPERTY OWNERS ASSOCIATION, INC.

Signed this 22 day of March, 2017.

GCTC HOLDINGS LLC, a Delaware limited liability company, the Class B Member and
"Declarant"

By: GCTC Holdings JV LLC
Its: Manager

By: GCTC JV Member LLC
Its: Managing Member

By: Midtown Acquisitions GP LLC
Its: Manager

By: 
Name: Patrick Dennis
Title: Authorized Signatory

[Signatures continue]

{Signature Page to Articles of Amendment to Articles of Incorporation of
Gulf Coast Town Center Property Owners Association, Inc.}

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I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

By: Ann Marie Cummins
Name: Ann Marie Cummins
Title: Assistant Secretary

[End of signatures]

[Signature Page to Articles of Amendment to Articles of Incorporation of
Gulf Coast Town Center Property Owners Association, Inc.]

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