

**P000014152**

Florida Department of State  
Division of Corporations  
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*Amel*  
SEP. 18 2014  
R. WHITE

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
PHOENIX DEVELOPMENT CORPORATION**

Certificate of Status	0
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14 SEP 17 AM 10:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of  
Phoenix Development Corporation

(Name of Corporation as currently filed with the Florida Dept. of State)

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(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent \_\_\_\_\_

(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

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

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

\_\_\_\_\_  
Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change                      PT     John Doe  
 Remove                        V     Mike Jones  
 Add                             SV     Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

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E. If amending or adding additional Articles, enter change(s) here:  
(Attach additional sheets, if necessary). (Be specific)

**ARTICLE XII POWERS AND DUTIES**

This Corporation:

(a) has only one asset consisting of its general partnership interest in Wellington Self Storage, Ltd. (the "LP").

(b) (i) will cause the LP to be a Special Purpose Bankruptcy Remote Entity; (ii) will at all times comply with each of the representations, warranties and covenants contained in this Article as well as each of the representations, warranties and covenants contained in Article 12 of the LP's Limited Partnership Agreement (other than clauses (a), (b), (d) and (i)) as if such representation, warranty or covenant was made directly by the Company; (iii) will not engage in any business or activity other than owning an interest in the LP; (iv) will not acquire or own any assets other than its partnership interest in the LP; and (v) 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 LP that (A) do not exceed at any one time \$10,000.00, and (B) are paid within thirty (30) days after the date incurred.

(c) hereby acknowledges that MHCapital Funding LLC, a Florida limited liability company ("Lender"), and/or its successors and assigns, is a third-party beneficiary of the "special purpose" provisions of this Agreement.

Capitalized terms not otherwise defined herein shall have the meaning set forth in the Loan Agreement.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:  
(if not applicable, indicate N/A)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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The date of each amendment(s) adoption: 9-17-14 If other than the date this document was signed.

Effective date, if applicable: \_\_\_\_\_  
(no date that 90 days after amendment file date)

Adoption of Amendment(s): (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

The number of votes cast on the amendment(s) was/were sufficient for approval.

By: \_\_\_\_\_  
(Voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Date: 9-17-2014

Signature: [Signature]

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by their fiduciary)

Seymour Ravitsky

(Type or printed name of person signing)

President

(Title of person signing)

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