

PD1000011217

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

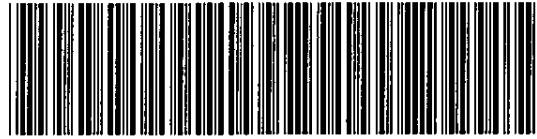
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800224617868

RECEIVED
12 APR -9 PM 2:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
12 APR -9 PM 3:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amend
@ 4.9.12

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 04-09-2012

NAME: TAMPA SUNSCAPE INC

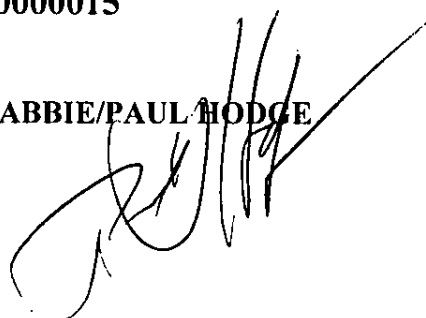
TYPE OF FILING: AMENDMENT

COST: \$43.75

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



**ARTICLES OF AMENDMENT (SECOND)
TO
ARTICLES OF INCORPORATION
OF
TAMPA SUNSCAPE INC.**

Pursuant to the provisions of section 607.1066, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article VI adopted in the Articles of Amendment dated March 20, 2002 to the Articles of Incorporation is deleted, and a new Article VI is added to read as follows:

ARTICLE VI: Notwithstanding any other provision of the Articles of Incorporation, or the Articles of Amendment thereto dated March 20, 2002, any other organizational documents or any provisions of law that empowers Tampa Sunscape, Inc. (the "Corporation"), the following provisions shall be operative and controlling so long as any mortgage loan (the "Loan") to the Corporation is outstanding:

1. The sole purpose for which the Corporation is organized is to acquire, own, hold, maintain and operate Sunscape Apartments, Hillsborough County, Florida (the "Property"), located at 13617 Fletcher's Regency Drive, Tampa, Florida, together with such other activities as may be necessary or advisable in connection with such limited purpose, and for no other purpose. The Corporation shall not engage in any business, and its shall have no purpose, unrelated to the foregoing purpose and shall not acquire any real property or own assets other than those in furtherance of the limited purposes of the Corporation.

2. The Corporation shall not:

- (a) make any loans to any shareholder or the Corporation's or any shareholder's Affiliates (as defined below);
- (b) except as not precluded by any applicable mortgage document to which the Corporation is bound, and except for the leasing of space at the Property, sell, encumber (except with respect to Lender) or otherwise transfer or dispose of all or substantially all of the properties of the Corporation (a sale or disposition will be deemed to be "all or substantially all of the properties of the Corporation" if the total value of the properties sold or disposed of in such transaction and during the twelve (12) months preceding such transaction is sixty-six and two-thirds percent (66⅔%) or more in value of the Corporation's total assets as of the end of the most recently completed corporate fiscal year);
- (c) to the fullest extent permitted by law, dissolve, wind up or liquidate the Corporation; or
- (d) change the nature of the business of the Corporation.

RECEIVED
DIVISION OF CORPORATIONS
12 APR -9 PM 3:53

3. The Corporation shall at all times observe the applicable legal requirements for the recognition of the Corporation as a legal entity separate from any Affiliates of same, including, without limitation, as follows:

- (a) The Corporation shall maintain its principal executive office and telephone and facsimile numbers separate from that of any Affiliate of same and shall conspicuously identify such office and numbers as its own or shall allocate by written agreement fairly and reasonably any rent, overhead and expenses for shared office space. Additionally, the Corporation shall use its own separate stationery, invoices and checks which reflect its separate address, telephone number and facsimile number.
- (b) The Corporation shall maintain correct and complete financial statements, accounts, books and records and other entity documents separate from those of any Affiliate of same or any other person or entity.
- (c) The Corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.
- (d) The Corporation shall hold itself out to the public (including any of its Affiliates' creditors) under the Corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate of same.
- (e) The Corporation shall observe all customary formalities regarding the corporate existence of the Corporation, including holding meetings and maintaining current and accurate minute books separate from those of any Affiliate of same.
- (f) The Corporation shall hold title to its assets in its own name and act solely in its own name and through its own duly authorized officers and agents. No Affiliate of same shall be appointed or act as agent of the Corporation, other than, as applicable, a property manager with respect to the Property.
- (g) Investments shall be made in the name of the Corporation directly by the Corporation or on its behalf by brokers engaged and paid by the Corporation or its agents.
- (h) Except as required by any of the Corporation's lenders, the Corporation shall not guarantee, pledge or assume to hold itself out or permit itself to be held out as having guaranteed, pledged or assumed any liabilities or obligations of any Affiliate of the Corporation.
- (i) Assets of the Corporation shall be separately identified, maintained and segregated. The Corporation's assets shall at all times be held by or on behalf of the Corporation and if held on behalf of the Corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the Corporation. This restriction requires, among other things, that (i) Corporation funds shall be deposited

or invested in the Corporation's name, (ii) Corporation funds shall not be commingled with the funds of any Affiliate of same or other person or entity, (iii) the Corporation shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate of same or other person or entity, and (iv) Corporation funds shall be used for the business of the Corporation. However, notwithstanding the foregoing, a duly appointed managing agent of the Property may be the payee of Corporation funds and the account holder.

- (j) The Corporation shall maintain its assets in such manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any Affiliate of same or other person or entity.
- (k) The Corporation shall pay or cause to be paid its own liabilities and expenses of any kind, including but not limited to salaries of its employees, only out of its own separate funds and assets.
- (l) All data and records (including computer records used by the Corporation or any Affiliate of same in the collection and administration of any loan shall reflect the Corporation's ownership interest therein.
- (m) The Corporation shall maintain an arm's length relationship with each of its Affiliates and enter into contracts or transact business with its Affiliates only on commercially reasonable terms that are no less favorable to the Corporation than is obtainable in the market from a person or entity that is not an Affiliate of same.
- (n) The Corporation shall correct any misunderstanding that is known by the Corporation regarding its name or separate identity.

For purposes of these Articles of Incorporation, Affiliate means any person or entity, which directly or indirectly through one or more intermediaries, controls, is controlled by or is under common control with a specified person or entity. For purposes hereof, the terms "control," "controlled," or "controlling" with respect to a specified person or entity shall include, without limitation, (i) the ownership, control or power to vote twenty percent (20%) or more of (x) the outstanding shares of any class of voting securities or (y) beneficial interests, of any such person or entity, as the case may be, directly or indirectly, or acting through one or more person or entities, (ii) the control over the shareholder(s) or the election of a majority of directors or trustees (or persons exercising similar functions) of such person or entity, or (iii) the power to exercise, directly or indirectly, control over the management or policies of such person or entity.

SECOND: The date of the Amendment's adoption: April 5, 2012.

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

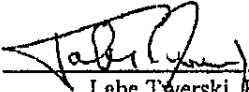
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for 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.

Signed this 5th day of April, 2012.

Signature: _____


Labe Twerski, President