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*Amended &
Restated*

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OCT 21 PM 2:45
STATE
DIVISION
TALLAHASSEE, FLORIDA

FILED
OCT 22 AM 10:13
STATE
TALLAHASSEE, FLORIDA

*AJR
10/22/03*

**00789, 00563, 00615, 00672*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 287890 7179256

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 52.50

ORDER DATE : October 21, 2003

ORDER TIME : 12:43 PM

ORDER NO. : 287890-005

CUSTOMER NO: 7179256

CUSTOMER: Virginia Manning, Legal Asst
Lightsey & Associates, P.a.
808 South Denning Drive

Winter Park, FL 32789

DOMESTIC AMENDMENT FILING

NAME: BOYETTE STORAGE PARTNERS INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 21, 2003

RESUBMIT

CSC
Atten: Darlene Ward
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: BOYETTE STORAGE PARTNERS INC.
Ref. Number: P01000047906

RECEIVED
03 OCT 22 AM 8:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for BOYETTE STORAGE PARTNERS and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 703A00057384

** Hi, Annette -*

Is there any way we can get filed evidence back before noon today? Our client has a closing at noon and needs evidence filed to them. Would appreciate any help you can give.

Thanks,

*Darlene
CSC*

**AMENDMENT TO ARTICLES OF INCORPORATION
OF BOYETTE STORAGE PARTNERS INC.**

FILED

03 OCT 22 AM 10: 13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of Boyette Storage Partners Inc. ("Corporation") were filed on May 8, 2001. The document number of the Corporation is P01000047906.

2. Pursuant to Section 607.1006, Florida Statutes, the Corporation hereby amends and restates the Articles of Incorporation in their entirety by the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" ("Amended Articles"). The Amended and Restated Articles shall replace and supercede any and all provisions of any previously filed Articles of Incorporation.

3. The Amended Articles are adopted upon filing with the Secretary of State.

4. The Amended Articles have been adopted and approved by written action of all of the Shareholders of the Corporation, which constitutes sufficient votes for approval. The date of adoption of the amended articles was 10/20/03.



Randy A. Ferreira
President

EXHIBIT "A"

Amended and Restated Articles of Incorporation

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
BOYETTE STORAGE PARTNERS INC.**

ARTICLE I - NAME

The name of this corporation is Boyette Storage Partners Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation's business and purpose shall consist solely of the following:

- (i) The acquisition, ownership, operation and management of the real estate project known as Boyette Self Storage located in Riverview, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and
- (ii) to engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL OFFICE/MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

4815 E. Busch Blvd., #205
Tampa, FL 33617

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the principal registered office of this corporation 4815 E. Busch Blvd., #205, Tampa, FL 33617, and the name of the initial registered agent of this corporation at that address is Randy X. Ferreira.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than ten. The name and address of the initial directors of this corporation are:

Randy X. Ferreira
4815 E. Busch Blvd., #205
Tampa, FL 33617

Raymond Rairigh
4815 E. Busch Blvd., #205
Tampa, FL 33617

Ronald Roseman
4815 E. Busch Blvd., #205
Tampa, FL 33617

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these amended and restated articles are all of the shareholders of the Corporation, to wit:

Randy X. Ferreira
4815 E. Busch Blvd., #205
Tampa, FL 33617

Raymond Rairigh
4815 E. Busch Blvd., #205
Tampa, FL 33617

Ronald Roseman
4815 E. Busch Blvd., #205
Tampa, FL 33617

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe

in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV- LIMITATIONS ON AUTHORITY

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article III;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (iii) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other

similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or

- (iv) amend Articles III, XIV and XV of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

ARTICLE XV - SEPARATENESS/OPERATIONS MATTERS.

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Amended and Restated Articles of Incorporation this 18th day of October, 2003.



Randy X. Ferreira
Shareholder

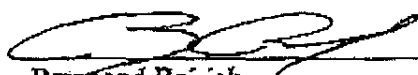


Raymond Rairigh
Shareholder

Ronald Roseman
Shareholder

IN WITNESS WHEREOF, the undersigned incorporators have executed these Amended and Restated Articles of Incorporation this 18th day of October, 2003.



Randy X. Ferreira
Shareholder

Raymond Rairigh
Shareholder

Ronald Roseman
Shareholder

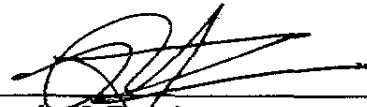
FILED

03 OCT 22 AM 10:13

ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Randy X. Ferreira

Date: October 18, 2003