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ANDREW S. YAGODA, ESQ.

November 1, 2001

VIA FEDERAL EXPRESS

Florida Division of Corporations
Attn: Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

900004666249--1
-11/05/01--01062--030
*****43.75 *****43.75

Re: *Fairfield Park, Inc. purchase from Davie Apartments Corp.
Property: Lauderdale Parc Apts., 3333-3363 W. Davie Blvd., Ft. Lauderdale, FL
Our File No.: 3014.001*

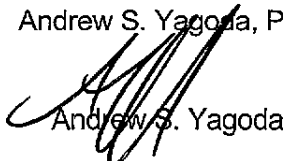
Dear Division of Corp.:

Enclosed please find an executed original Articles of Amendment to Articles of Incorporation of Fairfield Park, Inc., along with check No. 1994 for the appropriate filing fee of \$35.00 and fee of \$8.75 for return of a Certified Copy of the filed amendment. Please file as appropriate.

Please contact me should you have any questions or require additional information. Thank you for your assistance.

Very truly yours,

Andrew S. Yagoda, P.A.


Andrew S. Yagoda

/encs

cc: Fairfield Park, Inc.
Norm Roberts, Esq.
Mike Anderson, Esq. via facsimile

C:\...3014.001(Lauderdale Parc purchase)\Corresp\FlaDivCorp-L01(AOI Amend).doc

FILED
01 NOV 16 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN NOV 16 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 9, 2001

ANDREW S. YAGODA, P.A.
2903 SALZEDO STREET
CORAL GABLES, FL 33134

SUBJECT: FAIRFIELD PARK, INC.
Ref. Number: P01000067640

We have received your document for FAIRFIELD PARK, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 601A00061012

RECEIVED
NOV 16 AM 10:45
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
01 NOV 16 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAIRFIELD PARK, INC.

(present name)

P01000067640

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE III is hereby amended as follows:

See attached Exhibit "A" incorporated herein.

SECOND: 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, are as follows:

EXHIBIT "A"

SPE PROVISIONS FOR
ARTICLES OF INCORPORATION

CORPORATE BORROWER

ARTICLE ONE: PURPOSE.

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

(i) The acquisition, ownership, operation and management of the real estate projects known as Lauderdale Parc Apartments, located at 3353 West Davie Boulevard, City of Fort Lauderdale, Broward County, Florida (collectively, 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 TWO: 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(s) or deed of trust(s) with WELLS FARGO BANK MINNESOTA, N.A., f/k/a and successor by merger to NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION, AS TRUSTEE FOR THE REGISTERED HOLDERS OF DLJ COMMERCIAL CORP., COMMERCIAL MORTGAGE PASS-THROUGH CERTIFICATES, SERIES 1998-CF1 (collectively, the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the directors on the Board of Directors and the shareholders, do any of the following:

- (i) engage in any business or activity other than those set forth in Article [One];
- (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;

- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of 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
- (vi) amend Articles [One, Two, Three or Four] of these Articles of Incorporation [Note: cross reference to actual sections addressed in this form].

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 THREE: 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 and maintain a sufficient number of employees in light of its contemplated business operations;

- (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;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) pay its own liabilities out of its own funds;
- (l) not acquire obligations or securities of its shareholders;
- (m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (n) correct any known misunderstanding regarding its separate identity;
- (o) intend to maintain adequate capital in light of its contemplated business operations; and
- (p) maintain all required qualifications to do business in the state in which the Property is located.

ARTICLE FOUR: CONTROLLING PROVISIONS.

So long as any obligations secured by the Mortgage remain outstanding and not paid in full, Articles [One, Two and Three] hereof shall control in the event of any conflict with any contrary provisions hereof or of any other entity governance documents.

THIRD: The date of each amendment's adoption: October 25, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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 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 25th day of October, 2001

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

NATHAN DUREN

(Typed or printed name)

PRESIDENT / DIRECTOR

(Title)