

PO1000115810

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

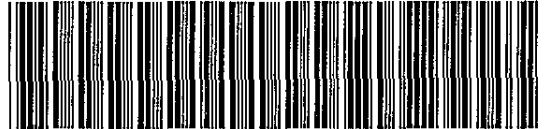
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Amend



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03 JAN -8 PM 12:17  
DIVISION OF CORPORATION

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03 JAN -8 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN - 9 2003

**CT CORPORATION**

January 8, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5761960 SO  
Customer Reference 1: 34331-20000  
Customer Reference 2: N/A

Dear Secretary of State, Florida:

Please file the attached:

Monroeville Mall, Inc. (FL)  
Amendment  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

January 8, 2003

CT CORPORATION  
660 E. JEFFERSON STREET  
TALLAHASSEE, FL 32301

SUBJECT: MONROEVILLE MALL, INC.  
Ref. Number: P01000115810

We have received your document for MONROEVILLE MALL, INC. and your check(s) totaling \$35.00. 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.

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  
Document Specialist

Letter Number: 803A00001040

*Fixed!  
Please refile  
+ back to  
Thanks.  
JSM*

RECEIVED  
03 JAN -9 AM 11:35  
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MONROEVILLE MALL, INC.**

**FILED**  
03 JAN -8 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to amend the Articles of Incorporation of Monroeville Mall, Inc., a Florida corporation (the "Corporation"), pursuant to Section 607.1006 of the Florida Business Corporation Act, as amended, does hereby certify:

FIRST: The second paragraph in Article 6 is hereby amended by deleting the phrase "that certain promissory note (the "Note") of even date therewith" and inserting in its stead the phrase "a promissory note (the "Note")".

SECOND: Paragraph (15) of Article 7 is hereby amended by deleting the last two sentences of the paragraph and inserting in its stead the following:

"A natural person who satisfies the foregoing definition other than subparagraph (ii) shall not be disqualified from serving as an Independent Director of the Corporation if such individual is an independent director provided by a nationally-recognized company that provides professional independent directors and that also provides other corporate services in the ordinary course of its business. A natural person who otherwise satisfies the foregoing definition except for being the independent director of a "special purpose entity" affiliated with the Partnership that does not own a direct or indirect equity interest in the Partnership or any co-borrower shall not be disqualified from serving as an Independent Director of the Corporation if such individual is at the time of initial appointment, or at any time while serving as a Independent Director of the Corporation, an Independent Director of a "special purpose entity" affiliated with the Partnership or the Corporation (other than any entity that owns a direct or indirect equity interest in Partnership or any co-borrower) if such individual is an independent director provided by a nationally-recognized company that provides professional independent directors. For purposes of this paragraph, a "special purpose entity" is an entity, whose organizational documents contain restrictions on its activities substantially similar to those set forth in the Corporation's organizational documents."

THIRD: Paragraph (26) in Article 7 is hereby amended to delete the phrase "Article 6 or 7" in the second line of the paragraph and inserting in its stead the phrase "Article 1, 6, 7, 9 or 10".

FOURTH: Article 9 is hereby amended to insert the following at the end of the paragraph:

"Notwithstanding anything to the contrary herein or any other documents governing the formation, management or operation of the Corporation to the contrary, any indemnification shall be fully subordinated to any obligations respecting the Loan."

FIFTH: These amendments were approved by the shareholders. The number of votes cast were sufficient for approval.

\*

Signed this 6 day of January, 2003.

By: 

Name: Donald Soffer

Title: President

\*SIXTH: All references to "LBHI" made in the Articles of Incorporation shall hereinafter be replaced with the words "the first mortgage holder."

\* Seventh: The date of adoption for this amendment is January 6, 2003