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**PO20000000884**

Jan 22, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

AJG Loehmanns Realty Corp.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

- ☐ Other 200004787912-5  
-01/22/02 --01031--015  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
2002 JAN 22 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
02 JAN 22 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. Coulliste

JAN 22 2002

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF AJG LOEHMANN'S REALTY CORP.**

FILED  
2002 JAN 22 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is AJG Loehmann's Realty Corp.
2. The following amendments of the Articles of Incorporation were adopted by the shareholders of the corporation on January 17, 2002, in the manner prescribed by the Florida Business Corporation Act:

The following Articles are added to the Articles of Incorporation and shall supercede and shall control over any existing provisions in contradiction with them:

**ARTICLE VIII: PURPOSE.**

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

(i) To acquire a membership interest in and act as the sole managing member of PBG LOEHMANN'S REALTY LLC, a Florida limited liability company (the "Company"), which is engaged solely in the ownership, operation and management of the real estate project known as property known as Loehmann's Plaza, located at 4100 PGA Boulevard, City of Palm Gardens, Palm Beach County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Company's Operating Agreement ("Operating Agreement"); and

(ii) to engage in such other lawful activities permitted to corporations by the Business Corporation Act of the State of Florida as are incidental, necessary or appropriate to the foregoing.

**ARTICLE IX: POWERS AND LIMITATIONS.**

(a) Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors and the members of the Company, do any of the following:

- (i) engage in any business or activity other than those set forth in Article VIII or cause or allow the Company to engage in any business or activity other than as set forth in its Operating Agreement;
- (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) cause the Company to incur any indebtedness or to 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;
- (iv) dissolve or liquidate, in whole or in part;
- (v) cause or consent to the dissolution or liquidation, in whole or in part, of the Company;
- (vi) 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;
- (vii) cause the Company to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;
- (viii) with respect to the Corporation or the Company, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, 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 the Company or a substantial part of property of the Corporation or the Company, 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;
- (ix) amend Articles VIII, IX, X or XI of these Articles of Incorporation of the Corporation or approve an amendment to Articles VI, VII, VIII, IX, X, XI of the Articles of Organization governing the Company; or
- (x) withdraw as sole managing member of the Company.

So long as any obligations secured by the Mortgage remain outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (vii) and (ix) and (x) above without the written consent of the holder of the Mortgage.

#### **ARTICLE X: 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 or the Company;
- (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 XI: CONTROLLING PROVISIONS.**

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

3. The number of shares of the corporation outstanding at the time of adoption of this amendment was 100, and the number of shares entitled to vote thereon was 100.

4. The number of shares voted in favor of such amendment was 100, and the number of shares voted against such amendment was zero.

Dated: January 17, 2002

**AJG LOEHMANN'S REALTY CORP., a Florida corporation**

By: 

Anthony J. Gitto, its President

and

By: 

Anthony J. Gitto, its Secretary