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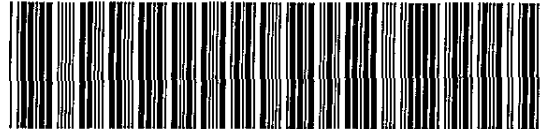
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*Amend*

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05 JUN 28 PM 12:03  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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05 JUN 28 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*



# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Creekside Forty, Inc

File 3rd

Signature

Requested by:

Name

Date

Time

Walk-In

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier





FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 28, 2005

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: CREEKSIDE FORTY, INC.  
Ref. Number: P02000081279

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

RECEIVED  
05 JUL -6 AM 11:32  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for CREEKSIDE FORTY, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 245-6903.

Cheryl Coulliette

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
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Document Specialist

Letter Number: 505A00043666



SECOND AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF CREEKSIDE FORTY, INC., a Florida corporation

FILED

05 JUN 28 PM 2: 22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Corporation adopts the following amendments to its Articles of Incorporation:

1. Article IV is hereby amended by deleting and restating paragraphs (c) and (k) as follows:

“(c) cause the LLC or the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the loan in the amount of \$70,000,000.00 to be secured by an Loan Agreement in favor of Eurohypo AG, New York Branch (the “Lender”) (the “Mortgage”) and other indebtedness specifically permitted by Section 5.3 (v) of the Partnership Agreement;”

“(k) comply with all of the assumptions made in the non-consolidation opinion delivered by Smoler, Lerman, Bente & Whitebook, P.A. to the holder of the Mortgage in connection with the loan secured by the Mortgage.”

2. Article IV is hereby amended by adding new paragraphs (m) and (n) as follows:

“(m) fail to cause there to be at least two (2) duly appointed members of the Board of Directors who are provided by a nationally recognized company that provides professional independent directors (each, an “**Independent Director**”) reasonably satisfactory to Lender who shall not have been at the time of such individual’s appointment or at any time while serving as a director, and may not have been at any time during the preceding five years (i) a stockholder, director (other than as an Independent Director), officer, employee, partner, attorney or counsel of the Partnership, the LLC, the Corporation or any affiliate of any of them, (ii) a customer, supplier or other person or entity who derives any of its purchases or revenues from its activities with the Partnership, the LLC, the Corporation or any affiliate of any of them, (iii) a person or other entity controlling or under common control with any such stockholder, partner, customer, supplier or other person or entity, or (iv) a member of the immediate family of any such stockholder, director, officer, employee, partner, customer, supplier or other person. A natural person who satisfies the foregoing definition other than subparagraph (ii) shall not be disqualified from serving as an Independent Director 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 Corporation that does not own a direct or indirect equity interest in the Corporation shall not be disqualified from serving as an Independent Director if such individual is at the time of initial appointment, or at any time while serving as a Independent Director of the Partnership or the LLC or the Corporation, an Independent Director of a “special purpose entity” affiliated with the Partnership or the LLC or the



Corporation (other than any entity that owns a direct or indirect equity interest in the Partnership or the LLC or the Corporation) 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;

(n) cause or permit the Board of Directors to take any action which, under the terms of any organizational document or any voting trust agreement with respect to any common stock or under any organizational document of the Corporation, requires a vote of the Board of Directors unless at the time of such action there shall be at least two (2) directors who are each an Independent Director."

3. Article IV is hereby amended by deleting and restating the last paragraph thereof as follows:

"In addition to the foregoing, the Corporation shall not, without the prior written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (a) through (g) and items (i) through (n)."

4. The number of votes cast for the amendment by the shareholders was sufficient for approval.

5. The foregoing amendment was adopted on June 27, 2005.

CREEKSIDE FORTY, INC., a  
Florida corporation



By: Israel Feit, President