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Amend

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03 FEB 14 PM 4:07
TALLAHASSEE, FLORIDA

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03 FEB 14 PM 4:08
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DR
2/17/03



ACCOUNT NO. : 072100000032

REFERENCE : 932899 81491A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 14, 2003

ORDER TIME : 3:08 PM

ORDER NO. : 932899-005

CUSTOMER NO: 81491A

CUSTOMER: Mark H. Dahlmeier, Esq
Jones Foster Johnston & Stubbs
505 South Flagler Drive
Suite 1100
West Palm Beach, FL 33401

DOMESTIC AMENDMENT FILING

NAME: WOOLBRIGHT 11 FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

**AMENDMENT NO. ONE
TO
ARTICLES OF INCORPORATION
OF
WOOLBRIGHT 11 FLORIDA, INC.**

FILED
03 FEB 14 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WOOLBRIGHT 11 FLORIDA, INC., a Florida corporation (the "Corporation"), by its President, Duane J. Stiller, hereby certifies that:

Upon the proposal of the Board of Directors of the Corporation, the following resolutions were duly and unanimously adopted by the Board of Directors and by all holders of the outstanding stock of the Corporation, by written instrument dated February 12, 2003, to-wit:

RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Articles of Incorporation of WOOLBRIGHT 11 FLORIDA, INC., which were filed with the Department of State of Florida on January 22, 2003, be amended by striking Article II thereof in its entirety and by substituting therefor the following:

ARTICLE II

Purpose

This corporation's business and purpose shall consist solely of the following:

A. To serve as general partner of Woolbright Fountains, Ltd., a Florida limited partnership (the "Partnership"), which Partnership shall own, operate and manage the real estate project known as The Fountains Shopping Center located in the City of Plantation, Broward County, Florida (the "Property"), pursuant to and in accordance with its Certificate of Limited Partnership and Limited Partnership Agreement; and

B. To engage in such other lawful activities permitted to corporations by the applicable laws and statutes for such entities of the State of Florida as are incidental, necessary or appropriate to the foregoing.

RESOLVED FURTHER, that, effective on the date of filing with the Department of State of Florida, the Articles of Incorporation of WOOLBRIGHT 11 FLORIDA, INC., which were filed with the Department of State of Florida on January

22, 2003, be amended by adding the following articles XII, XIII, and XIV:

ARTICLE XII

Limitations

Notwithstanding any other provision of these Articles and any provisions of law that otherwise so empowers this corporation, this corporation shall not, without the unanimous consent of its shareholders, do any of the following:

- A. Engage in any business or activity other than those set forth in Article II hereof;
- B. Do any act which would make it impossible to carry on the ordinary business of this corporation, except as otherwise provided in these Articles;
- C. Borrow money or incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than normal trade accounts and lease obligations incurred in the ordinary course of business, or grant consensual liens on this corporation's property; except, however, this corporation is hereby authorized, on behalf of the Partnership, to enter into financing (the "Loan") for the Partnership from Inland Southeast Fountains, L.L.C., a Delaware limited liability company, in such amount and on such terms as this corporation may elect, and to grant, on behalf of the Partnership, a mortgage, deed of trust, lien or liens on the Partnership's property to secure such Loan, as well as incur other indebtedness to the extent expressly authorized pursuant to the documents further evidencing the Loan;
- D. Dissolve or liquidate, in whole or in part;
- E. 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;
- F. 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 this corporation or a substantial part of property of this 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 company action in furtherance of any such action; or
- G. Amend the Articles of Incorporation of this corporation.

In addition to the foregoing, this corporation shall not, without the written consent of the holder of the promissory note evidencing the Loan so long as it is outstanding, take any action set forth in items (A) through (E) or item (G) above.

ARTICLE XIII

Title To This Corporation's Property

All property owned by this corporation shall be owned by this corporation as an entity and, insofar as permitted by applicable law, no shareholder shall have any ownership interest in any corporate property in its individual name or right and, each ownership interest in this corporation shall be personal property for all purposes.

ARTICLE XIV

Separateness Provisions

This 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 itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- D. Hold regular shareholder and board of directors meetings, as appropriate, to conduct the business of this corporation, and observe all other legal formalities;
- 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 stationary, invoices and checks;
- I. Not commingle its assets or funds with those of any other person; and
- J. Not assume, guaranty or pay the debts or obligations of any other person.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name by its President this 12th day of February, 2003.

WOOLBRIGHT 11 FLORIDA, INC., a
Florida corporation

By: 

Duane J. Stiller
Title: President