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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. Lewis 6/9/03



4460 Legendary Drive, Suite 400
Destin, FL 32541
Tel: 850.337.8000 Ext. 402
Fax: 850.337.8001
Email: wparker@legendaryinc.com

June 2, 2003

Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Emerald LTA-1, Inc. and Emerald LTA-2, Inc.
Amended and Restated Articles of Incorporation

To Whom It May Concern:

Enclosed are an original and one (1) copy of the Amended and Restated Articles of Incorporation for the two Florida corporations listed above, and our check in the amount of \$70 to cover the filing fee.

If you have any questions, please do not hesitate to call me at (850) 337-8000 ext. 402. Thank you very much.

Sincerely,

Wendy Parker
Corporate Secretary

Enclosures

**ARTICLES OF AMENDMENT
OF
EMERALD LTA-1, INC.
Document No. P03000044418**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1001, 607.1004, 607.1006, and 607.1009, Florida Business Corporation Act, the following provisions of the Articles of Incorporation of Emerald LTA-1, Inc., a Florida corporation, filed in Tallahassee on April 21, 2003 are hereby amended in the following particulars:

Article III is hereby amended to all the following at the end thereof:

“Notwithstanding the foregoing, this Corporation’s sole purpose is to acquire and hold real estate and other assets for long-term appreciation and not for sale in the ordinary course of business, and this Corporation is expressly prohibited from undertaking any development activity with respect to such assets of any type that would subject this Corporation to ordinary income federal income taxation upon the disposition of any such asset.”

The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 29th day of May, 2003. The only voting group entitled to vote on the adoption of the Amendment consists of the holders of the corporation’s common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 29th day of May, 2003.



Peter H. Bos, President