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FIVE OAKS ACQUISITIONS, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIVE OAKS ACQUISITIONS, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, Five Oaks Acquisitions, Inc. (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is: Five Oaks Acquisitions, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the Corporation on February 26, 2007:

"Article III, in its entirety, of the Articles of Incorporation of the Corporation be and hereby is revoked, declared null and void and of no further effect and, in lieu thereof, the following article is adopted, approved and ratified:

**ARTICLE III
PURPOSE**

I. Purpose

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Corporation, is to engage solely in the following activities:

- a. To own, hold, sell, assign, transfer, operate, lease, manage, mortgage, pledge and otherwise deal with the premises located at 1800 9th Ave. North, St. Petersburg, FL 33713 (the "Property").
- b. To exercise all powers enumerated in the Florida Business Corporation Act incidental, necessary or appropriate to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

II. Certain Prohibited Activities

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, so long as any portion of the Loan (hereinafter defined) remains outstanding, the Corporation shall not, without the unanimous consent of the Board of Directors;

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(i) incur, assume, or guaranty any indebtedness, except for trade payables and lease obligations incurred in the ordinary course of its business of owning and operating the Property, and except the Corporation is hereby authorized to secure financing (the "Loan") from Madison Realty Capital, L.P. in such amount as the Board of Directors may elect, and to grant a mortgage lien or liens on the Corporation's property to secure such Loan, as well as incur other indebtedness to the extent property authorized pursuant to the documents further evidencing the Loan, (ii) engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, sale of substantially all the assets or transfers of stock interest, except in a manner, if any, consistent with the requirements of the documents evidencing the Loan, (iii) file or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally, (iv) seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for itself or any other entity, (v) make an assignment of its assets for the benefit of its creditors or an assignment of the assets of another entity for the benefit of such entity's creditors, (vi) take any action in furtherance of the items (iii) through (v) above, and (vii) make any material amendment to these Articles of Incorporation or to the Corporation's By-Laws without first obtaining approval of the mortgagee holding a first mortgage lien on the Property."

THIRD: The following additions to the Articles of Incorporation were also adopted by the Corporation on February 26, 2007:

"The following Article XII and Article XIII are hereby added to the Articles of Incorporation.

ARTICLE XII

INDEMNIFICATION

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations."

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ARTICLE XIII

SEPARATENESS COVENANTS

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Corporation to the contrary, the following shall govern: For so long as any portion of the loan remains outstanding, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these Articles of Incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

- a. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
- b. It shall maintain separate corporate records, books and accounts from those of its parent and any affiliate or any other person.
- c. It shall not commingle funds or assets with those of its parent, any affiliate or any other person.
- d. It shall conduct its business and hold its assets in its own name.
- e. It shall maintain financial statements and accounting statements separate from its parent, any affiliate or any other person, or if part of a consolidated group, then it will be shown as a separate member of such group.
- f. It shall pay any liabilities out of its own funds, not funds of its parent or any affiliate.
- g. It shall maintain adequate capital in light of its contemplated business operations.
- h. It shall maintain an arm's length relationship with its parent and any affiliate.
- i. It shall not assume or guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.
- j. It shall not have any of its obligations guaranteed by any member, general partner or affiliate, except the guarantor of the mortgage loan.

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- k. It shall not pledge its assets for the benefit of any other person or entity or make an advance or loan to any person or entity, including any affiliate.
- l. It shall not acquire obligations or securities of its partners, members or shareholders or any affiliate.
- m. It shall use stationery, invoices and checks separate from any affiliate or any other person.
- n. It shall hold itself out as an entity separate and distinct from any affiliate and not as a division, department or part of any other person or entity.
- o. It shall not identify its members or any affiliates as a division or part of it.
- p. It shall correct any known misunderstanding regarding its separate identity.
- q. It shall maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any other entity.
- r. It shall not share a common logo with any affiliate or any other person.
- s. It shall not acquire or own any material assets other than the Property and such incidental personal property as may be necessary for the operation of the Property.
- t. It shall maintain its books, records, resolutions and agreements as official records.
- u. It shall hold regular meetings, as appropriate, to conduct its business and observes all Corporation level formalities and record keeping.
- v. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

For purpose of this Article XIII, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to

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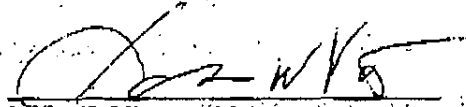
direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the Corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof."

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

IN WITNESS WHEREOF, the undersigned, the President of the Corporation, has executed these Articles of Amendment this 26th day of February, 2007.


John W. Vis, President

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