

Division of Corporations

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P03000133753

Florida Department of State
Division of Corporations
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RESUBMIT

((H04000024607 3)))

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

ATTN: Cheryl in Amendments Section

BASIC AMENDMENT

STIRLING PLAZA INVESTMENT INC.

RECEIVED

04 FEB -5 PM 3:25

DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	0
Page Count	16
Estimated Charge	\$35.00

04 FEB -3 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 5, 2004

STIRLING PLAZA INVESTMENT INC.
3981 SW 30 AVE
FORT LAUDERDALE, FL 33312

SUBJECT: STIRLING PLAZA INVESTMENT INC.
REF: P03000133753

RESUBMIT

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

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Darlene Connell
Document Specialist

FAX Aud. #: H04000024607
Letter Number: 004A00007889

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FILED
04 FEB - 3 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDAArticles of Amendment to
Articles of Incorporation ofSTIRLING PLAZA INVESTMENT INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P03000133753

(Document number of corporation, if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its articles of incorporation:

NEW CORPORATE NAME (if changing):N/A

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED - Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

ARTICLE THREE - SEE ATTACHEDAMENDMENT:

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself (if not applicable, indicate N/A)

N/A

(continued)

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The date of each amendment(s) adoption: JAN 30, 2004Effective date, if applicable: JAN 30, 2004
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.Signed this 4 day of FEB., 2004

Signature

By a director, president or other officer. If directors or officers have not been selected, by an incorporator. If the name of a receiver, trustee, or a court appointed director is the filer.

James C. L.
(Type or printed name of person signing)President
(Title of person signing)

FILING FEE: \$15

ARTICLES OF AMENDMENT

OF

STIRLING PLAZA INVESTMENT INC.

ARTICLE III: SINGLE PURPOSE ENTITY PROVISIONS

The business and purpose of Stirling Plaza Investment Inc., a Florida corporation (the "Company") shall consist solely of the acquisition, ownership, operation and management of the real estate project known as Stirling Palm Plaza, 10201-61 Stirling Road, Cooper City, Florida (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith and to enter into a loan assumption transaction ("Loan") with U.S. Bank National Association, as trustee for J.P. Morgan Commercial Mortgage Finance Corporation, Mortgage Pass-Through Certificates, Series 1999-C8 (the "Lender"), in which the Company shall assume a loan given by the Lender in the original principal amount of One Million Two Hundred Ten Thousand Dollars (\$1,210,000.00). Further, the Company shall: (a) not engage in any business or activity other than the ownership, operation and maintenance of the Property, and activities incidental thereto; (b) not acquire or own any assets or property other than (i) the Property, and (ii) such incidental personal property as may be necessary for the operation of the Property; (c) not enter into any contract or agreement with any Guarantor, as defined in the mortgage securing the Loan, or any party which is directly or indirectly controlling, controlled by or under common control with Company or Guarantor (an "Affiliate"), except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any Guarantor or Affiliate; (d) not incur any indebtedness, secured or unsecured, direct or indirect, absolute or contingent (including guaranteeing any obligation), other than (i) the Loan, and (ii) trade and operational debt incurred in the ordinary course of business with trade creditors and in amounts as are normal and reasonable under the circumstances and no indebtedness other than the Loan may be secured (subordinate or pari passu) by the Property; (e) not make any loans or advances to any third party, nor to Guarantor, any Affiliate or any constituent party of Company; (f) pay its debts from its assets as the same shall become due; (g) do all things necessary, to preserve its existence, and the Company shall not, nor will the Company permit Guarantor to amend, modify or otherwise change the Articles of Incorporation, Bylaws or other organizational documents of Company or Guarantor in a manner which would adversely affect the Company's existence as a single-purpose entity; (h) maintain books and records and bank accounts separate from those of its Affiliates and any constituent party of Company, and Company will file its own tax returns; (i) at all times hold itself out to the public as, a legal entity separate and distinct from any other entity (including any Affiliate, any constituent party of Company or any Guarantor); (j) preserve and keep in full force and effect its existence, good standing and qualification to do business in the state in which the Property is located; (k) maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations; (l) not dissolve or wind up, in whole or in part, and the Company shall not merge with or be consolidated into any other entity; (m) not commingle the funds and other assets of the Company with those of

any Affiliate, any Guarantor, any constituent party of Company or any other person; (n) 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 constituent party of Company, Affiliate, Guarantor or any other person; (o) not hold itself out to be responsible for the debts or obligations of any other person (provided, that the foregoing shall not prevent Company from being and holding itself responsible for expenses incurred or obligations undertaken by the property manager of the Property in respect of its duties regarding the Property); and (p) obtain and maintain in full force and effect, and abide by and satisfy the material terms and conditions of, all material permits, licenses, registrations and other authorizations with or granted by any governmental authorities that may be required from time to time with respect to the performance of its obligations under the mortgage securing the Loan.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 2 day of February, 2004:


Jorge Gil, President and Director

STATE OF FLORIDA)

) SS

COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jorge Gil, President and Director known to me and known to be the person who executed the following Restated Articles of Incorporation who did not take an oath.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

ETA COLLADO
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 120618003
EXPIRES 12/31/2005
SIGNED THIS 12/02/2004

