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BASIC AMENDMENT

BRICKELL VIEW DEVELOPMENT INC.

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Amend
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 9, 2004

BRICKELL VIEW DEVELOPMENT INC.
307 SOUTH 21ST AVENUE
HOLLYWOOD, FL 33021US

SUBJECT: BRICKELL VIEW DEVELOPMENT INC.
REF: P04000148477

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

The date of adoption of each amendment must be included in the document.

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.

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Maryanne Dickey
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BRICKELL VIEW DEVELOPMENT, INC., A FLORIDA CORPORATION**

FIRST: The date the Articles of Incorporation of BRICKELL VIEW DEVELOPMENT, INC., a Florida corporation were filed with the Secretary of State for the State of Florida was on October 28, 2004.

SECOND: The following amendment to the Articles of Incorporation of BRICKELL VIEW DEVELOPMENT, INC., a Florida corporation was adopted on November 8, 2004 by the Shareholders of the Corporation, with a sufficient number of votes for approval for the amendment cast by the Shareholders of the Corporation:

RESOLVED, that the following Special Purpose Entity Provisions shall be added to, and incorporated within, the Articles of Incorporation:

"The sole purpose of the Corporation is to be the corporate Manager of VUE AT BRICKELL DEVELOPMENT L.L.C., a Florida limited liability company (the "Company") which Company has been formed to acquire, own, hold, maintain, operate and convert to condominium ownership the parcel of real property (the "Project") described as follows:

Lots 21 through 23, inclusive, Block 89 South, less the South 10 feet thereof, together with Lots 1 through 4, inclusive, Block 89 South, MAP OF MIAMI, DADE CO., FLA, according to the Plat thereof, as recorded in Plat Book B, at Page 41, of the Public Records of Miami-Dade County, Florida,

together with such other activities as may be necessary or advisable in connection with the ownership of the Project. Notwithstanding anything contained herein to the contrary, the Corporation shall not engage in any business, and it shall have no purpose, unrelated to the Project and shall not acquire any real property or own assets other than those related to the Project and/or otherwise in furtherance of the purposes of the Corporation.

The Corporation shall at all times observe the applicable legal requirements for the recognition of the Corporation as a legal entity separate from any Affiliates (as defined below), including, without limitation, as follows:

The Corporation shall maintain its principal executive office and telephone and facsimile numbers separate from that of any Affiliate and shall conspicuously identify such office and numbers as its own. Additionally, the Corporation shall use its own separate stationary, invoices and checks which reflect its separate address, telephone number and facsimile number, as appropriate.

The Corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any other entity. The Corporation shall prepare unaudited quarterly and annual financial statements, and the Corporation's financial statements shall substantially comply with generally accepted accounting principles.

The Corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.

The Corporation shall hold itself out to the public (including any Affiliate's creditors) under the Corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.

All customary formalities regarding the corporate existence of the Corporation, including holding meetings of or obtaining the consent of its Board of Directors, as appropriate, and its stockholders and maintaining current and accurate minute books separate from those of any Affiliate, shall be observed.

The Corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of the Corporation.

Investments shall be made in the name of the Corporation directly by the Corporation or on its behalf by brokers engaged and paid by the Corporation or its agents.

Except as required by Wachovia Bank, National Association or its successors or assigns (collectively the "Lender"), the Corporation shall not guarantee or assume any liabilities or obligations for the benefit of any party, including, without limitation, any Affiliate or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any party, including, without limitation, any Affiliate, nor shall it make any loan to any party (including any Affiliate).

The Corporation is and will be solvent and shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.

Assets of the Corporation shall be separately identified, maintained and segregated. The Corporation's assets shall at all times be held by or on behalf of the Corporation and if held on behalf of the Corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the Corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

The Corporation shall not take any action if, as a result of such action, the Corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

The Corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

All data and records (including computer records) used by the Corporation or any Affiliate in the collection and administration of any loan shall reflect the Corporation's ownership interest therein.

None of the Corporation's funds shall be invested in securities issued by any Affiliate.

The Corporation shall not enter into any contract or agreement with any employee, shareholder, consultant, agent, director, partner, member or manager of the Corporation or any Affiliate, as applicable, 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 an Affiliate.

The Corporation shall file its own tax returns.

The Corporation shall not do any act which would make it impossible to carry on the ordinary business of the Corporation.

The Corporation shall not hold title to the Corporation's assets other than in the Corporation's name.

"Affiliate" means any person or entity other than the Corporation: (i) which owns beneficially, directly or indirectly, more than ten percent (10.00%) of the outstanding shares of the common stock or which is otherwise in control of the Corporation; (ii) of which more than ten percent (10.00%) of the outstanding voting securities are owned beneficially, directly or indirectly, by any person or entity described in clause (i) above, or (iii) which is controlled by any person or entity described in clause (i) above; provided that for the purposes of this definition the term "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

The Corporation shall not, without the affirmative vote of one hundred percent (100%) of the Board of Directors, 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 consent 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 the Corporation or a substantial part of its property; 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 any corporate action in furtherance of any such action.

Additionally, the Corporation shall not, so long as any monies are owed by the Corporation to the Lender: (a) liquidate or dissolve the Corporation in whole or in part; (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the Corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity; and (c) amend or modify these Articles of Incorporation.

The Corporation shall have no indebtedness, secured or unsecured, direct or contingent and the Corporation shall not pledge or encumber any of its assets."

BRICKELL VIEW DEVELOPMENT, INC., a
Florida corporation

By: 

HARVEY BIRDMAN, President

Date: November 10, 2004

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