

P06000012778

(Requestor's Name)

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PICK-UP

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MAIL

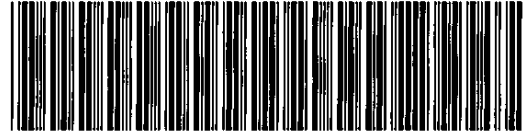
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
06 JUN - 1 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
06 JUN - 1 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

C. Coulllette JUN. 0. 2 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 146920 10040A

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 52.50

ORDER DATE : June 1, 2006

ORDER TIME : 8:52 AM

ORDER NO. : 146920-005

CUSTOMER NO: 10040A

DOMESTIC AMENDMENT FILING

NAME: ST. JOE BUSINESS CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake -- EXT# 2959

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 1, 2006

CSC
ATTN: KATHY
TALLAHASSEE, FL

SUBJECT: ST. JOE BUSINESS CENTER, INC.
Ref. Number: P06000012778

RESUBMIT
Please give original
submission date as file date.

We have received your document for ST. JOE BUSINESS CENTER, INC. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

You have used the wrong form for a profit corporation to amend. The form you submitted was for a non profit. Please complete the correct application form and send back to my attention.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 506A00038065

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06 JUN - 1 PM 4:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 2, 2006

CSC
ATTN: KATHY
TALLAHASSEE, FL

SUBJECT: ST. JOE BUSINESS CENTER, INC.
Ref. Number: P06000012778

RESUBMIT
Please give original
submission date as file date.

We have received your document for ST. JOE BUSINESS CENTER, INC. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

You still used the wrong page for the manner of adoption, this corporation should have adopted the amendment by directors, shareholders or incorporators, not members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 206A00038300

RECEIVED
06 JUN -2 AM 10:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

ST. JOE BUSINESS CENTER, INC.

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

FILED
06 JUN -1 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P060000012778

(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):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

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

THE FOLLOWING NEW ARTICLE IS BEING ADDED: " ARTICLE VIII COVENANTS WITH RESPECT TO
TO INDEBTEDNESS, OPERATIONS, AND FUNDAMENTAL CHANGES OF THE CORPORATION.

Covenants with Respect to Indebtedness; operations and Fundament Changes of the corporation: The corporation

[St. Joe Business Center, Inc.] has entered into and received certain financing (the "Financing") from Column

Financial, Inc. (together with its successors and assigns, the "Lender"), which Financing is secured by a first

mortgage lien on certain real property located at 4982-4996 Palm Coast Parkway, Palm Coast, Flagler County,

Florida (the "Property"). With respect to the financing and the Property, the corporation: a) does not own and will

not encumber assets other than (i) the Property, and (ii) incidental to personal property necessary for the

operation of the Property;

(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)

(continued)

b. is not engaged and will not engage in any business other than the ownership, management and operation of the Property;

c. will not enter into any contract or agreement with any general partner, principal, member or affiliate of the corporation or any affiliate of any such general partner, principal, or member of the corporation, 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;

d. has not incurred and will not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than (i) the secured indebtedness, and (ii) trade payables or accrued expenses incurred in the ordinary course of business of operating the Property; no debt whatsoever may be secured (senior, subordinate or pari passu) by the property;

e. has not made and will not make any loans or advances to any third party (including any general partner, principal, member or affiliate of the corporation, or any guarantor);

f. is and will be solvent and pay its debts from its assets as the same shall become due;

g. has done or caused to be done and will do all things necessary to preserve its existence and corporate, limited liability company and partnership formalities (as applicable), and will not, nor will any partner, limited or general, or member or shareholder thereof, amend, modify or otherwise change its partnership certificate, partnership agreement, certificate or articles of incorporation or organization, or by-laws or operating agreement or regulations, in a manner which adversely affects the corporation's, or any such partner's, member's or shareholder's existence as a single-purpose, single-asset "bankruptcy remote" entity;

h. will conduct and operate its business as presently conducted and operated;

i. will maintain books and records and bank accounts separate from those of its affiliates, including its general partners, principals and members;

j. will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity (including any general partner, principal, member or affiliate);

k. will file its own tax returns;

l. will 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;

m. will not, nor will any shareholder, partner, member or affiliate, seek the dissolution or winding up, in whole or in part, of the corporation;

n. will not enter into any transaction of merger or consolidation, or acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any entity;

o. will not commingle the funds and other assets of the corporation with those of any general partner, principal, member or affiliate, or any other person;

p. has and will maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliate or any other person;

q. has, and any general partner or operating member of the corporation has, at all times since its formation, observed all legal and customary formalities regarding its formation and will continue to observe all legal and customary formalities;

r. does not and will not hold itself out to be responsible for the debts or obligations of any other person; and

s. upon the commencement of a voluntary or involuntary bankruptcy proceeding by or against the corporation, the corporation shall not seek a supplemental stay or otherwise pursuant to 11 U.S.C. 105 or any other provision of the Bankruptcy Act, or any other debtor relief law (whether statutory, common law, case law, or otherwise) of any jurisdiction whatsoever, now or hereafter in effect, which may be or become applicable, to stay, interdict, condition, reduce or inhibit the ability of Lender to enforce any rights of Lender against any guarantor or indemnitor of the secured obligations or any other party liable with respect thereto by virtue of any indemnity, guaranty or otherwise.

The date of adoption of the amendment(s) was: 5/30/06

Effective date if applicable: on filing

(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.

Signature

Randhir K. Bajaj
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Randhir K. Bajaj, M.D.

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35