

P09000045289

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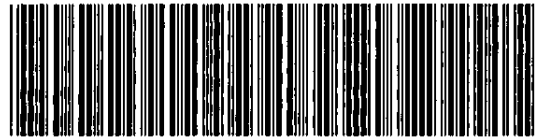
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 DEC -1 AM 10:49

FILED

Amend

TB

DEC - 7 2009

**COVER LETTER :**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** 2901 West Commercial, Inc.

**DOCUMENT NUMBER:** P09000045289

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alberto Micha-Buzali  
Name of Contact Person

Dacar Management  
Firm/ Company

336 E. Dania Beach Blvd.  
Address

Dania, FL 33004  
City/ State and Zip Code

amicha@dacarmanagement.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alberto Micha-Buzali at (954) 927-4885  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

2901 West Commercial, Inc.

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

P09000045289

(Document Number of Corporation (if known))

FILED  
2009 DEC -1 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607 1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

\_\_\_\_\_, Florida  
(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent I am familiar with and accept the obligations of the position

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
		_____	

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary) (Be specific)*

Please see Amended Articles of Incorporation  
attached hereto

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**F. If an amendment provides for an 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

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The date of each amendment(s) adoption: November 4, 2009  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted 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.

Dated 11/4/09

Signature \_\_\_\_\_  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Alberto Micha-Buzali  
(Typed or printed name of person signing)

Director  
(Title of person signing)

**AMENDED ARTICLES OF INCORPORATION**

**OF**

**2901 WEST COMMERCIAL, INC.**

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**

**Name of Corporation**

The name of this Corporation shall be 2901 West Commercial, Inc. (the "Corporation").

**ARTICLE II**

**Mailing Address and Principal Place of Business**

The mailing address and principal place of business of the Corporation is 336 East Dania Beach Blvd., Dania, Florida 33004.

**ARTICLE III**

**Purpose**

The purpose for which this Corporation is organized is limited solely to:

- (A) Owning, holding, selling leasing, transferring, exchanging, operating and managing

the premises located at 7376-7378 SW 40<sup>th</sup> Street, Miami, Dade County, Florida, under folio numbers 30-4023-012-0080 and 30-4023-012-0081 (the "Project");

- (B) Entering into a Note and Mortgage Assumption Agreement (the "Assumption

Agreement”) with Bank of America, N.A., as Trustee for the Registered Holders of Wachovia Bank Commercial Mortgage Trust, Commercial Mortgage Pass-Through Certificates, Series 2003-C6, (the “Trust,” together with its successor and/or assigns, “Lender”);

- (C) Refinancing the Project in connection with a permitted repayment of that certain loan

in the original principal sum of \$2,000,000.00 (the “Loan”) currently held by the Trust; and

- (D) Transacting any and all lawful business for which a Corporation may be organized under Florida state law, that is incident, necessary, and appropriate to accomplish the foregoing.

#### **ARTICLE IV** **Powers**

- (A) The Corporation’s ability to incur indebtedness other than the Loan is limited to incurring liabilities in the ordinary course of its business that are related to the ownership and operation of the Project.

- (B) The Corporation is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets for so long as the Loan is outstanding.

- (C) To the extent set forth in the documents evidencing and/or securing the Loan (collectively, “Loan Documents”), no transfer of any direct or indirect ownership interest in the Corporation may be made unless such transfer is consented to by Lender. Lender may condition its consent upon satisfaction of any requirements set forth in the Loan Documents and/or Lender’s then current servicing standards.

- (D) For so long as the Loan remains outstanding, the Corporation shall:

- (i) Maintain books and records separate from any other person or entity;

- (ii) Maintain its bank accounts separate from any other person or entity;
- (iii) Not commingle its assets with those of any other person or entity and hold all of its assets in its own name;
- (iv) Conduct its own business in its own name;
- (v) Maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- (vi) Pay its own liabilities and expenses only out of its own funds;
- (vii) Observe all corporate and other organizational formalities;
- (viii) Maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
- (ix) Pay the salaries of its own employees from its own funds;
- (x) Maintain a sufficient number of employees in light of its contemplated business operations;
- (xi) Not guarantee, become obligated for or pledge its assets for the debts or benefit of any other person or entity;
- (xii) Not hold its credit out as being available to satisfy the obligations of any other person or entity;
- (xiii) Not acquire the obligations or securities of its affiliates or owners, including shareholders;
- (xiv) Not make loans to any other person or entity or buy or hold evidence of



indebtedness issued by any other person or entity (other than cash and investment-grade securities);

- (xv) Allocate fairly and reasonably any overhead expenses that are shared with  
an

affiliate, including paying for office space and services performed by any employee of an affiliate;

- (xvi) Use separate stationery, invoices, and checks bearing its own name;
- (xvii) Hold itself out as a separate identity;
- (xviii) Correct any known misunderstanding regarding its separate identity;
- (xix) Not identify itself as a division of any other person or entity;
- (xx) Maintain adequate capital in light of its contemplated business operations;

and

- (xxi) Comply with each of the SPE/separateness covenants set forth in the Loan

Documents.

## **ARTICLE V**

### **Capital Stock**

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

## **ARTICLE VI**

### **Preemptive Rights**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata

share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**  
**Corporate Duration**

This Corporation shall have perpetual duration unless sooner dissolved by law.

**ARTICLE VIII**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 625 N. Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Daniel Doorakian, Esq.

**ARTICLE IX**  
**Initial Board of Directors**

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The initial director shall be Alberto Micha-Buzali.

**ARTICLE X**  
**By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders. In the event of any conflict between the Articles of Incorporation and the By-Laws, the Articles of Incorporation shall control.

**ARTICLE XI**  
**Indemnification**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Notwithstanding anything contained in this or any other organizational document to the contrary, any obligation which the Corporation may owe to any of its officers, directors, shareholders or affiliates (collectively, "Interested Parties"), whether characterized as a salary, fee or indemnification, shall not constitute a claim against the Corporation until, and shall be subject to and fully subordinate to, the prior payment in full of the Loan, provided however, so long as no Default or Event of Default exists under the Loan Documents, to the extent the Corporation has cash flow or other available liquid assets (exclusive of any reserve accounts to be maintained under the Loan Documents) in excess of the amount necessary to make current payments of principal and interest due under the Loan Documents, the Corporation may pay when due (without acceleration caused by the Corporation) the scheduled obligations due to the Interested Parties of the Corporation.

## **ARTICLE XII**

### **Incorporator**

The name and address of the person signing these Articles is as follows: Daniel Doorakian, Esq., 625 N. Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, FL 33401.

## **ARTICLE XIII**

### **Amendment**

The Articles of Incorporation may be repealed or amended and new Articles of Incorporation may be adopted, by either the Board of Directors or the stockholders.

Notwithstanding the foregoing, for so long as the Loan remains outstanding, the Articles of Incorporation shall not be amended without the approval of the Lender, which approval may be conditioned upon requirements set forth in the Loan Documents and/or by Lender's then current servicing standards.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of  
Incorporation this 4<sup>th</sup> day of November, 2009.

2901 WEST COMMERCIAL, INC., a Florida  
corporation

By: MIAMI YEAR 2000, INC., a Florida  
corporation  
Its: Sole Shareholder

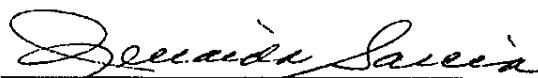


By: ALBERTO MICHA-BUZALI  
Its: Vice President

STATE OF FLORIDA )  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of November, 2009,  
by ALBERTO MICHA-BUZALI, as Vice-President of Miami Year 2000, Inc., the Sole  
Shareholder of 2901 WEST COMMERCIAL, INC., on behalf of the Corporation, and he is  
personally known to me or has produced \_\_\_\_\_ as identification and did  
take an oath.



  
Notary Name: Zenaída García

My Commission Expires: 2/8/12

I hereby accept appointment as Registered Agent of 2901 WEST COMMERCIAL, INC.  
as provided in Article VII hereof.

  
DANIEL DOORAKIAN  
Registered Agent