

PI0000043343

(Requestor's Name)

(Address)

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(Business Entity Name)

(Document Number)

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Amend

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**CORPORATE
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Amend

1. PPB, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

Articles of Amendment
to
Articles of Incorporation
of

PPB, Inc., a Florida corporation

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

P10000043343

(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:

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

N/A

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)

8110 Royal Palm Blvd.

Suite 112

Coral Springs, FL 33065

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

8110 Royal Palm Blvd.

Suite 112

Coral Springs, FL 33065

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 N/A

8110 Royal Palm Blvd., Suite 112

(Florida street address)

New Registered Office Address: Coral Springs, Florida 33065

(City)

(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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee, C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner: Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>N/A</u> Change	_____	_____	_____
<u>N/A</u> Add	_____	_____	_____
<u>N/A</u> Remove	_____	_____	_____
2) _____ Change	_____	_____	_____
_____ Add	_____	_____	_____
_____ Remove	_____	_____	_____
3) _____ Change	_____	_____	_____
_____ Add	_____	_____	_____
_____ Remove	_____	_____	_____
4) _____ Change	_____	_____	_____
_____ Add	_____	_____	_____
_____ Remove	_____	_____	_____
5) _____ Change	_____	_____	_____
_____ Add	_____	_____	_____
_____ Remove	_____	_____	_____
6) _____ Change	_____	_____	_____
_____ Add	_____	_____	_____
_____ Remove	_____	_____	_____

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

(Attach additional sheets, if necessary) (Be specific)

Article V: Powers And Duties is removed in its entirety and replaced with Article V: Powers And Duties as set forth in

Exhibit "A" attached hereto which is incorporated herein.

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

ARTICLE V: POWERS AND DUTIES

The Corporation shall have all of the powers set forth in the Florida Business Corporation Act, as may be amended from time to time, subject to the provisions of these Amended Articles.

Notwithstanding the above and any other provisions of these Articles and so long as Boinis Associates, Ltd., a Florida limited partnership ("Borrower") is an obligor of the loan (the "Loan") secured by that certain Fourth Amended And Restated Mortgage, Assignment Of Rents And Leases, Collateral Assignment Of Property Agreements, Security Agreement, And Fixture Filing (the "Security Instrument") to Goldman Sachs Mortgage Company, a New York limited partnership, and its successors and/or assigns ("Lender"), without the consent of all shareholders, the Corporation shall have no authority to:

- (i) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than unsecured trade and operational debt incurred with trade creditors in the ordinary course of the Corporation's business of owning and operating the Interest, as described in Article III above, in such amounts as are normal and reasonable under the circumstances, provided that such debt is not evidenced by a note and is paid when due and provided in any event the outstanding principal balance of such debt shall not exceed at any one time two percent (2%) of the outstanding principal balance of the Loan;
- (ii) seek the dissolution or winding up, in whole or in part, of the Corporation;
- (iii) merge into or consolidate with any person or entity or dissolve, terminate or liquidate, in whole or in part, transfer or otherwise dispose of all or substantially all of the Corporation's assets or change its legal structure;
- (iv) file a voluntary petition or otherwise initiate proceedings to have the Corporation adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief of the Corporation as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Corporation; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or of all or any substantial part of the properties and assets of the Corporation, or make any general assignment for the benefit of creditors of the Corporation, or admit in writing the inability of the Corporation to pay its debts generally as they become due or declare or effect a moratorium on the Corporation debt or take any action in furtherance of any such action; or
- (v) amend, modify or alter Articles III, V, VI, VII, or VIII of these Amended Articles.

Notwithstanding the foregoing and so long as the Borrower is an obligor of the Loan, the Corporation shall have no authority to take any action in items (i) through (v) without the written consent of the holder of the Loan.

EXHIBIT "A"

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

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

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 October 28, 2016

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)

Peter P. Boinis

(Typed or printed name of person signing)

President

(Title of person signing)