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TALLAHASSEE, FLORIDA

FEB 14 2012
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Amended + Restated
* CCs
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Elefant Group, Inc.

DOCUMENT NUMBER: P11000104070

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

Please return all correspondence concerning this matter to the following:

Bruce E. Loren

Name of Contact Person

Loren Law Firm

Firm/ Company

2000 Palm Beach Lakes Blvd Suite 501

Address

West Palm Beach, Florida 33409

City/ State and Zip Code

clucht@lorenlawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bruce E. Loren

Name of Contact Person

at 561

615-5701

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

THE ELEFANT GROUP, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendments to its Articles of Incorporation and restates the following:

ARTICLE I

The name of the corporation ("Corporation") is: **The Elephant Group, Inc.**

ARTICLE II

The existence of the corporation shall be perpetual and shall begin on the date these Articles are filed with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is: 7119 Via Marbella, Boca Raton, Florida 33433.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares, with a par value of \$.01 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The street address of the Corporation's registered office is: 2000 Palm Beach Lakes Boulevard, Suite 501, West Palm Beach, Florida 33409. The registered agent for the Corporation at that address is Bruce E. Loren, Esq.

ARTICLE VI

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, any other organizational documents or any provisions of law that empowers Corporation, the following provisions of this Article shall be operative and controlling so long as the Loan (as defined below) by the Lender (as defined below) to the Borrower (as defined below) is outstanding:

Purpose. The sole purpose of the Corporation is to own an ownership interest in, and act as a member of, Boca Medical Plaza, LLC, a limited liability company (the "**Borrower**"), the company that owns 7000, 7100, 7200, 7300, 7400, 7600 and 7700 Camino Real, Boca Raton, Florida 33434 (the "**Property**"), together with such other activities as may be necessary or advisable in connection therewith. The Corporation shall not engage in any business, and it shall have no purpose, unrelated to acting as acting as a member of the Borrower and/or otherwise in furtherance of the limited purposes of the Corporation.

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Authority. The Corporation shall have no authority to perform any act in violation of any (a) applicable laws or regulations or (b) any agreement between the Borrower and the Lender or the Corporation and the Lender.

ARTICLE VII

DELETED IN ITS ENTIRETY.

ARTICLE VIII

Definitions: For purposes hereof, the following terms shall have the following meanings:

- (a) **Borrower:** means **BOCA MEDICAL PLAZA, LLC**, a Florida limited liability company, together with its successors and assigns.
- (b) **Lender:** means **LADDER CAPITAL FINANCE LLC**, a Delaware limited liability company, together with its successors and assigns.
- (c) **Loan:** means that certain loan made or to be made by Lender to the Borrower.
- (d) **Property:** shall have the meaning ascribed to such term in Article VI hereof.

ARTICLE IX

DELETED IN ITS ENTIRETY.

ARTICLE X

The name and street address of the incorporator is:

Name	Address
Bruce E. Loren, Esq.	2000 Palm Beach Lakes Boulevard, Suite 501 West Palm Beach, Florida 33409

ARTICLE XI

The Corporation's officers shall be:

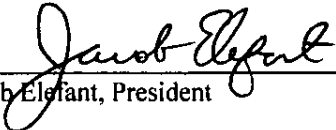
Jacob Elefant, President/Director
7119 Via Marbella
Boca Raton, Florida 33433

Elliott Katz, Vice President/Director
7119 Via Marbella
Boca Raton, Florida 33433

ARTICLE XII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 8 day of February, 2011.



Jacob Elfant, President

Articles of Amendment
to
Articles of Incorporation
of

The Elefant Group, Inc.

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

P11000104070

(Document Number of Corporation (if known))

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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**)

the zip code was amended in the previous

Articles of Amendment filed on 12/15/11

please change the zip code to 33433

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

the zip code was amended in the previous

Articles of Amendment filed on 12/15/11

please change the zip code to 33433

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 _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(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

(Attach additional sheets, if necessary)

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.

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

Address

CT Corporation
1209 Orange Street
Wilmington, DE 19801

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached Amended and Restated Articles of Incorporation of The Elephant Group, Inc. dated February 8, 2012.

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: February 7, 2012

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 February 8, 2012

Signature Jacob Elefant
(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)

Jacob Elefant

(Typed or printed name of person signing)

President

(Title of person signing)