

P11000104070

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TALLAHASSEE, FL 32304

*Amended + Restate  
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Elephant 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, FL 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

**SECOND 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 that the initial 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 Second 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.

**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<br>West Palm Beach, Florida 33409 |

#### ARTICLE XI

The Corporation's officers shall be:

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

William Spier, Vice President/Director  
1 West 81<sup>st</sup> Street  
New York, NY 10024

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 Second Amended and Restated Articles of Incorporation this 21 day of December, 2012.

  
\_\_\_\_\_  
Jacob Elephant, 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))

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 \_\_\_\_\_

\_\_\_\_\_  
(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

**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:**

☒ Change                      PT        John Doe

☒ Remove                      V        Mike Jones

☒ Add                              SV        Sally Smith

| <u>Type of Action</u><br>(Check One)       | <u>Title</u> | <u>Name</u>          | <u>Address</u>              |
|--------------------------------------------|--------------|----------------------|-----------------------------|
| 1) <input type="checkbox"/> Change         | <u>VPD</u>   | <u>Elliott Katz</u>  | <u>7119 Via Marbella</u>    |
| <input type="checkbox"/> Add               |              |                      | <u>Boca Raton, FL 33433</u> |
| <input checked="" type="checkbox"/> Remove |              |                      |                             |
| 2) <input type="checkbox"/> Change         | <u>VPD</u>   | <u>William Spier</u> | <u>1 West 81st Street</u>   |
| <input checked="" type="checkbox"/> Add    |              |                      | <u>New York, NY 10024</u>   |
| <input type="checkbox"/> Remove            |              |                      |                             |
| 3) <input type="checkbox"/> Change         |              |                      |                             |
| <input type="checkbox"/> Add               |              |                      |                             |
| <input type="checkbox"/> Remove            |              |                      |                             |
| 4) <input type="checkbox"/> Change         |              |                      |                             |
| <input type="checkbox"/> Add               |              |                      |                             |
| <input type="checkbox"/> Remove            |              |                      |                             |
| 5) <input type="checkbox"/> Change         |              |                      |                             |
| <input type="checkbox"/> Add               |              |                      |                             |
| <input type="checkbox"/> Remove            |              |                      |                             |
| 6) <input type="checkbox"/> Change         |              |                      |                             |
| <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)*

N/A

**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: March 1, 2012

Effective date if applicable: March 1, 2012  
(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 December 21, 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)