

P18000059203

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115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
866.625.0838  
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Date: 7/12/2018

Account#: 120000000088

Name: Merritt Walker

Reference #: T017852

Entity Name: TAPASA SPE, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF FILING EVIDENCE

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+1.212.947.7200

✉ EUROPEAN HQ  
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Articles of Amendment  
to  
Articles of Incorporation  
of

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TAPASA SPE, INC.

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

P18000059203

(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:

(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)

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:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<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)*

Article III, Section 2(a) (iii) (B) of the Addendum to Articles of Incorporation of TAPASA SPE, Inc. is hereby deleted in its entirety and replaced in lieu of the following: (B) a creditor, customer, supplier, service provider or other Person who derives any of its revenues or purchases from its activities with the Corporation, Borrower or any Affiliate of the Corporation or Borrower or any Affiliate of the Corporation or Borrower (excluding a nationally recognized professional service company).

Article III, Section 4 of the Addendum to Articles of Incorporation of TAPASA SPE, Inc. is hereby deleted in its entirety and replaced in lieu of the following: ARTICLE III. SECTION 4. INDEMNITY. The Corporation shall indemnify any officer, director (including the Independent Director), or any former officer or director (including the Independent Director) to the fullest extent permitted by law; provided, however, for so long as the Loan is outstanding, all indemnification obligations of the Corporation are fully subordinated to any obligations respecting the Property and such indemnification obligations shall in no event constitute a claim against the Corporation if cash flow in excess of amounts necessary to pay obligations under the Loan is insufficient to pay such indemnification obligations.

[Amendment continued on attached page]

**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)*

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.

July 11, 2018  
Dated \_\_\_\_\_

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)

Geetha Kuchakulla

\_\_\_\_\_  
(Typed or printed name of person signing)

Director

\_\_\_\_\_  
(Title of person signing)

**ADDENDUM TO ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF TAPASA SPE, INC.**

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Article III, Section 2(c) of the Addendum to Articles of Incorporation of TAPASA SPE, Inc. is hereby deleted in its entirety and replaced in lieu of the following:

(c) The Independent Director will not be personally liable to the corporation, its stockholders, or any other person for monetary damages to the fullest extent provided by Florida law. If Florida law is amended after the date of the filing of this Certificate to authorize corporate action further eliminating or limiting the personal liability of the Independent Director, then the liability of an Independent Director of the corporation will be eliminated or limited to the fullest extent permitted by the Florida law, as so amended. No repeal or modification of this Article III, Section 2 will apply to or have any effect on the liability or alleged liability of any Independent Director of the corporation for or with respect to any acts or omissions of such director occurring prior to such repeal or modification. With the consent of the stockholders of the Corporation, which consent the stockholders believe to be in the best interest of the stockholders and the Corporation, to the fullest extent possible under applicable Florida law, no Independent Director shall, with regard to any action to be taken under or in connection with this Article, owe a fiduciary duty or other obligation to the stockholders or to any successor stockholders (except as may specifically be required by the statutory law of any applicable jurisdiction), and every stockholder, including each successor stockholder, shall consent to the foregoing by virtue of such stockholder's purchase of shares of the capital stock of the Corporation, no further act or deed of any stockholder being required to evidence such consent. Instead, such Independent Director's fiduciary duty and other obligations with regard to such action under or in connection with this Article shall be owed to the Corporation (including its creditors). No Independent Director shall be removed by Corporation without Cause as defined herein. In addition, no Independent Director may be removed unless his or her successor has been elected and without the Corporation providing at least five (5) days prior written notice thereof to Lender and any Rating Agencies (as defined in the Loan Agreement).