

P200000049245

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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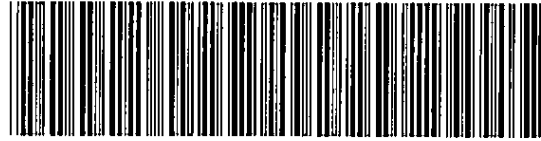
(Business Entity Name)

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TALLAHASSEE, FL

JUL 20 2020

**CORPORATE
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LLC AMEND

1. Northwoods Manager, LLC

(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:**

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Northwoods Manager, Inc.

DOCUMENT NUMBER: P20000049245

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

Please return all correspondence concerning this matter to the following:

Kevin A. Denti, Esquire

Name of Contact Person

Kevin A. Denti, P.A.

Firm/ Company

2180 Immokalee Road - Suite #316

Address

Naples, Florida 34110

City/ State and Zip Code

kdenti@dentilaw.com

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

For further information concerning this matter, please call:

Kevin A. Denti, Esquire

Name of Contact Person

at (239) 260-8111

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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Northwoods Manager, Inc.

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

P20000049245

(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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

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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

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	D	Walter S. Hagenbuckle	23421 Walden Center Drive Suite #300 Estero, Florida 34134
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	D	Michael Davis	23421 Walden Center Drive Suite #300 Estero, Florida 34134
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	D	Susana Davis	23421 Walden Center Drive Suite #300 Estero, Florida 34134
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			

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

See Attached Sheet

**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)

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RECORDS & CLERK OF STATE
TALLAHASSEE, FL

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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 incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ 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)

Dated July 14, 2020

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)

Michael Davis

(Typed or printed name of person signing)

Vice President

(Title of person signing)

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ADDITIONAL SHEET

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1. The following provisions shall be added to the end of Article III:

Notwithstanding the foregoing, until the Debt (as defined in the Loan Agreement) is paid in full, the Corporation shall not:

- (i) engage in any business or activity other than the ownership of membership interests in and managing **NORTHWOODS OFFICE CENTER LLC**, a Florida limited liability company, and activities incidental thereto;
- (ii) acquire or own any assets other than membership interests in **NORTHWOODS OFFICE CENTER LLC**, a Florida limited liability company;
- (iii) merge into or consolidate with any person or effectuate a division, or dissolve, terminate, liquidate in whole or in part, or transfer, divide or otherwise dispose of all or substantially all of its assets or change its legal structure;
- (iv) fail to observe all organizational formalities, or fail to preserve its existence as an entity duly organized, validly existing and in good standing (if applicable) under the applicable law of the jurisdiction of its organization or formation, or amend, modify, terminate or fail to comply with the provisions of its organizational documents;
- (v) own any subsidiary, or make any investment in, any person, except for its membership interests in **NORTHWOODS OFFICE CENTER LLC**, a Florida limited liability company;
- (vi) commingle its assets with the assets of any other person;
- (vii) incur any indebtedness, secured or unsecured, direct or contingent (including guaranteeing any obligation);
- (viii) fail to maintain all of its books, records, financial statements and bank accounts separate from those of its affiliates and any constituent party. The Corporation's assets have not and will not be listed as assets on the financial statement of any other person; provided, however, that the Corporation's assets may be included in a consolidated financial statement of its affiliates provided that: (i) appropriate notation shall be made on such consolidated financial statements to indicate the separateness of the Corporation and such affiliates and to indicate that the Corporation's assets and credit are not available to satisfy the debts and other obligations of such affiliates or any other person; and (ii) such assets shall be listed on the Corporation's own separate balance sheet. The Corporation has maintained and will maintain its books, records, resolutions and agreements as official records;

- (ix) enter into any contract or agreement with any general partner, member, shareholder, principal or affiliate, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arm's-length basis with unaffiliated third parties;
- (x) maintain its assets in such a manner that it will be costly or difficult to segregate, ascertain or identify its individual assets from those of any other person;
- (xi) assume or guaranty the debts of any other person, hold itself out to be responsible for the debts of any other person, or otherwise pledge its assets for the benefit of any other person or hold out its credit as being available to satisfy the obligations of any other person;
- (xii) make any loans or advances to any person;
- (xiii) fail to file its own tax returns unless prohibited by applicable law from doing so (except that the Corporation may file or may include its filing as part of a consolidated federal tax return, to the extent required and/or permitted by applicable law, provided that, there shall be an appropriate notation indicating the separate existence of the Corporation and its assets and liabilities);
- (xiv) fail either to hold itself out to the public as a legal entity separate and distinct from any other person and not as a division or part of any other person or to conduct its business solely in its own name or fail to correct any known misunderstanding regarding its separate identity;
- (xv) fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;
- (xvi) without the unanimous written consent of all of its partners or members, as applicable: (a) file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any creditors rights laws; (b) seek or consent to the appointment of a receiver, liquidator or any similar official; (c) take any action that might cause such entity to become insolvent; or (d) make an assignment for the benefit of creditors;
- (xvii) fail to allocate shared expenses (including, without limitation, shared office space) or fail to use separate stationery, invoices and checks;
- (xviii) fail to remain solvent, to pay its own liabilities (including, without limitation, salaries of its own employees) from its own funds or fail to maintain a sufficient number of employees in light of its contemplated business operations;
- (xix) acquire obligations or securities of its partners, members, shareholders or other affiliates, as applicable or identify its partners, members or shareholders or other affiliates, as applicable, as a division or part of it.

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All capitalized terms in sections (i) through (xix) above shall have the meanings set forth in that certain Loan Agreement among BDS III Mortgage Capital J LLC (together with its successors, assigns, and/or affiliates, "Lender"), Cobb Commerce Center LLC, and the Corporation ("Loan Agreement").

2. The following provisions shall be added as new Article VIII:

- (i) Lender is an intended third party beneficiary of these Articles of Incorporation; and
- (ii) Until the Debt (as defined in the Loan Agreement) is paid in full, these Articles of Incorporation shall not be amended without the prior written consent of Lender.

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