



P92000011617

ACCOUNT NO. : 072100000032

REFERENCE : 544958 79823A

AUTHORIZATION :

COST LIMIT : PREPAID

ORDER DATE : September 26, 1997

ORDER TIME : 11:31 AM

ORDER NO. : 544958-005

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-09/26/97--01050--027

CUSTOMER NO: 79823A

*****87.50 *****87.50

CUSTOMER: Emil G. Pratesi, Esq
Richards Gilkey Fite Slaughter
1253 Park Street

Clearwater, FL 33756

DOMESTIC AMENDMENT FILING

NAME: HIGH PINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

97 SEP 26 PM 12: 27
97 SEP 26 PM 3: 07
CLERK OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

7/26
Amend
C.C.

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
HIGH PINE, INC.**

FILED

97 SEP 26 PM 3: 07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Before me, the undersigned authority, personally appeared CLAUDIA PANDOLFI and FLAVIO PANDOLFI, who, being by me first duly sworn, depose and say that they are the directors, officers and representatives of Sherman Heights, Inc. sole stockholder of HIGH PINE, INC., a Florida corporation, chartered by the Secretary of State of the State of Florida, under date of December 14, 1992, Charter Number P92000011617; that Article II of the Corporate Charter provides for the purpose of the Corporation; that is the desire and intention of all of the parties hereto that the corporate purpose be changed and that Article II of said Articles of Incorporation be amended to read as follows:

ARTICLE II: NATURE OF BUSINESS AND PURPOSE.

The Corporation's business and purpose shall consist solely of the following:

(i) The acquisition, ownership, operation and management of the real estate project known as I Drive Center located in Orange County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and

(ii) to engage in such other lawful activities permitted to corporations by the laws of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE VIII: LIMITATIONS ON AUTHORITY.

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article II;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;

- (iii) dissolve or liquidate, in whole or in part;
- (iv) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of property of the Corporation, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; or
- (vi) amend Articles II, VIII and IX of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

ARTICLE IX: SEPARATENESS/OPERATIONS MATTERS.


The Corporation shall:


- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

That this Amendment to Articles of Incorporation has been duly approved by the undersigned as and constituting the sole officer, director and stockholder of said corporation, in meeting duly assembled on the 23rd day of February, A.D. 1997. The undersigned stockholder of said corporation does further consent to this Amendment of Articles of Incorporation by the execution of this Amendment in accordance with the provisions of Florida Statutes, Section 607.1006(i)(f) and that all shareholders voted and approved such amendment.

Dated this 23rd day of February, A.D. 1997.


 FLAVIO PANDOLFI, President and
 Secretary, Director/Represent-
 ative of sole shareholder,
 Sherman Heights, Inc.


 CLAUDIA PANDOLFI, President of
 High Pine, Inc.

SWORN TO and subscribed before me this 28th day of SEPTEMBER, 1997, by Flavio Pandolfi, who is personally known to me or who produced FLAVIO PANDOLFI as identification.



JORGE DIAS GARCIA
 My Comm Exp. 9/13/99
 Bonded By Service Ins
 No. CC495436
☒ Personally Known ☐ Other ID.

Name: Jorge Dias Garcia
 Notary Public
 Commission No. CC 495436
 My Commission expires:

SWORN TO and subscribed before me this 18th day of SEPTEMBER, 1997, by Claudia Pandolfi, who is personally known to me or who produced CLAUDIA PANDOLFI as identification.



JORGE DIAS GARCIA
My Comm Exp. 9/13/99
Bonded By Service Inc
No. CC495436
☒ Personally Known ☐ Other I.D.

Name: Adriana Diaz Garcia Jr.
Notary ~~PUBLIC~~
Commission No. CC 495436
My Commission expires: