

LAW OFFICES

WOLF, BLOCK, SCHORR AND SOLIS-COHEN LLP

TWELFTH FLOOR PACKARD BUILDING
111 SOUTH 15TH STREET
PHILADELPHIA, PA 19102-2678

(215) 977-2000

FACSIMILE: (215) 977-2334

P9300000 4507

(215) 977-2545

January 27, 1998

VIA FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Okee Square, Inc.

400002414534--0
-01/28/98--01058--004
*****35.00 *****35.00

Dear Sir/Madam:

In connection with the above-captioned Florida corporation, enclosed herewith are the following:

1. Certificate of Amendment To Articles of Incorporation, in duplicate.
2. Our firm's check in the amount of \$35.00 in payment for filing.

When the foregoing has been filed, please forward the Certificate of Amendment to the attention of the undersigned in the Federal Express envelope enclosed herewith.

Thank you.

Very truly yours,

M. Eve Thomas

M. Eve Thomas
Corporate Services Department

/met
enclosures

**Letty Reg. Doc
to be back dated*

*ON P930000 4507
Amend
1-28-98
LPH*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

58 JAN 28 AM 10:43

APPROVED
AND
FILED

DSA:135224.1

BLUE BELL, PA • CAMDEN, NJ • HARRISBURG, PA • NORRISTOWN, PA • WILMINGTON, DE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1998

WOLF, BLOCK, SCHORR AND SOLIS-COHEN
% M. EVE THOMAS
111 SOUTH 15TH STREET
PHILADELPHIA, PA 19102-2678

SUBJECT: OKEE SQUARE, INC.
Ref. Number: P93000004507

We have received your document for OKEE SQUARE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please contact the undersigned before making corrections or returning your document to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 998A00006679

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February 12, 1998

VIA FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: Carol Mustain

RE: Okee Square, Inc., Ref. # P93000004507

Dear Ms. Mustain:

In connection with the above-captioned Florida corporation, enclosed herewith for resubmittal are the following:

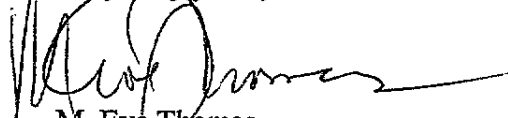
1. Certificate of Amendment To Articles of Incorporation, in duplicate.
2. Our firm's check in the amount of \$35.00 in payment for filing.

As per our conversation, I have made the necessary changes you indicated.
Please give us the original filing date of January 28, 1998 if at all possible.

When the foregoing has been filed, please forward the Certificate of Amendment to the attention of the undersigned in the stamped, self-addressed envelope enclosed herewith.

Thank you.

Very truly yours,



M. Eve Thomas
Corporate Services Department

/met
enclosures

DSA:136400.1

BLUE BELL, PA • CAMDEN, NJ • HARRISBURG, PA • NORRISTOWN, PA • WILMINGTON, DE

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

OKEE SQUARE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The Articles of Incorporation of Okee Square, Inc. (the "Articles") are amended to add the following articles:

SEE ATTACHMENT

98 JAN 28 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

SECOND: 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, are as follows:

N/A

THIRD: The date of each amendment's adoption: January 23, 1998.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

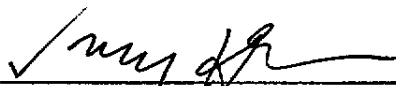
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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.

Signed this 23rd day of January, 19 98.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Murray H. Goodman, President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title

ATTACHMENT TO ARTICLES OF AMENDMENT
OF
OKEE SQUARE, INC.

"SIXTH: The purpose of the Corporation is limited solely to (i) acting as the general partner of Okee Square Associates, Ltd. (the "Partnership"), a Florida limited partnership, and (ii) transacting any and all lawful business that is incident, necessary and appropriate to accomplish the foregoing."

"SEVENTH: At all times, this corporation shall be an entity which satisfies all of the following requirements (a "Special Purpose Entity"):

(a) it conducts its business solely in its own name through duly authorized officers or agents so as not to mislead others as to the identity of the entity with which those others are concerned, and endeavor to avoid the appearance of conducting business on behalf of any Person controlling or controlled by or under common control of the Partnership (an "Affiliate") or that its assets are available to pay the creditors of any Affiliate. Without limiting the generality of the foregoing, all letters, invoices, purchase orders, contracts and loan applications, shall be made solely in its name;

(b) it maintains its records and books of account separate from those of any other person or entity;

(c) it obtains proper authorization from its shareholders, partners or members, as the case may be, of all action requiring such approval;

(d) it pays its operating expenses and liabilities from its own funds;

(e) its financial statements disclose the effects of its transactions in accordance with GAAP (or a reasonably satisfactory alternative standard), consistently applied;

(f) its resolutions, agreements and other instruments authorizing and underlying the transactions described in the loan documents for the Mortgage Loan (the "Loan Documents") are maintained by it as its official records, separately identified and held apart from the records of any Affiliate;

(g) it maintains an arm's-length relationship with its Affiliates and does not hold itself out as being liable for the debts of any Affiliate;

(h) it keeps its assets and its liabilities wholly separate from those of all other entities, including, but not limited to its Affiliates except, in each case, as contemplated by the Loan Documents; and

(i) its sole assets are the Property, and the rents and profits of the Property.

"EIGHTH: As long as there shall be outstanding a mortgage loan in the original principal sum of \$11,500,000 made by NationsBanc Mortgage Capital Corporation to the Partnership (the "Loan"), this corporation shall not amend its organizational documents inconsistent in any manner with the other provisions of this Article 3 without the prior written consent of the holder of such loan."

This amendment shall become effective upon the making of the Loan and shall continue until the Loan ceases to be outstanding, at which time the Partnership Agreement shall have all of the provisions it had prior to this amendment.