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CD PARKING, INC.**

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CD PARKING, INC.

The following provisions of the Articles of Incorporation of CD PARKING, INC., a Florida corporation (the "Corporation"), filed with the Department of State on March 7, 1994, document number P94000017413, as amended by that certain Articles of Amendment to the Articles of Incorporation of CD Parking, Inc., filed with the Department of State on December 10, 2003 (collectively, the "Articles of Incorporation"), be and they are hereby, amended as shown below:

Article III is hereby deleted in its entirety and amended and restated to read as follows:

"ARTICLE III - PURPOSE

SECTION A: CD PARKING, INC. (the "Corporation") may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

SECTION B: Special Purpose Entity. Notwithstanding anything contained in these Articles of Incorporation to the contrary, for so long as the indebtedness ("Indebtedness") secured by the mortgage (the "Mortgage") with City National Bank of Florida (the "Lender") and evidenced by that certain Renewal Promissory Note from the Corporation in favor of Lender in the original principal amount of \$6,820,000 (the "Renewal Promissory Note") remains outstanding and unpaid, the Corporation shall maintain its existence as a Single Purpose Entity as such term is hereinafter defined. A Single Purpose Entity is an entity that does not and by virtue of its Articles of Incorporation shall not:

- i. engage in any business or activity other than the ownership, operation and maintenance of the property described on attached Exhibit "A" (the "Property") and activities incidental thereto;
- ii. acquire or own any material assets other than the Property and such incidental personal property as may be necessary for the operation of the Property;
- iii. merge into or consolidate with any entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case Lender's consent;
- iv. own any subsidiary or make any investment in any entity without the consent of Lender;
- v. hold itself out to the public as a combined legal entity with any other person or entity, or conduct business in the name of any other person or entity; and/or
- vi. incur any indebtedness other than the indebtedness represented by the Renewal Promissory Note and other than credit indebtedness incurred in the ordinary course of business which is not evidenced by a promissory note or similar debt instrument.


So long as the Indebtedness in favor of Lender remains outstanding and unpaid, this Article III shall not be amended without the prior written consent of Lender, and the Corporation shall have no authority to amend this Article III without such prior written consent of Lender."

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These Articles of Amendment shall be effective at the time of their filing with the Department of State. The foregoing amendment was adopted by a Joint Consent Action of the Shareholders and the Board of Directors of the Corporation, dated the 20th day of March, 2014. The number of votes cast by the shareholders in favor of the foregoing amendment was sufficient to approve the foregoing amendment.

IN WITNESS WHEREOF, the undersigned being the President of this Corporation, has executed these Articles of Amendment on this 20th day of March, 2014.


Dennis Udwin, President

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EXHIBIT "A"

Property

A parcel of land, being a portion of tracts 34, 35 and 36, according to the Plat of Model Land Company's Subdivision of Section 20, Township 44 South, Range 43 East, as recorded in Plat Book 5, at page 79, in and for Palm Beach County, Florida, being more particularly described as follows:

Commencing at the intersection of the West line of Tract 36 according to the said plat and the old South right-of-way line of 10th Avenue North as shown of Road Plat Book 3, at page 147, records of Palm Beach County, Florida; Thence South 87 degrees 44 minutes 21 seconds East as a basis of bearing, along said old South right-of-way line of 10th Avenue North, a distance of 596.95 feet to a point; thence South 01 degree 49 minutes 19 seconds West a distance of 14.00 feet to the point of beginning; Thence continue South 01 degree 49 minutes 19 seconds west a distance of 416.01 feet; thence North 87 degrees 44 minutes 21 seconds West, a distance of 766.22 feet to a point lying on the west line of said tract 36 and the easterly right-of-way line of Lake Worth Drainage District Canal Number E-4; thence North 23 degrees 22 minutes 04 seconds East along said right-of-way line and tract line a distance of 445.91 feet; thence South 87 degrees 44 minutes 21 seconds East along a line 14.00 feet south of and parallel with said old South right-of-way line of 10th Avenue North, a distance of 602.46 feet to the point of Beginning.

REAL PROPERTY MAY ALSO BE DESCRIBED AS FOLLOWS:

A parcel of land, being a portion of Tracts 34, 35, and 36, according to the plat of Model Land Company's Subdivision of Section 20, Township 44 South, Range 43 East, as recorded In Plat Book 5, at page 79, in and for the records of Palm Beach County, Florida, being more particularly described as follows:

Commencing at the intersection of the West line of Tract 36 according to the said plat and the old South right-of-way line of 10th Avenue North as shown on Road Plat Book 3, at Page 147, Records of Palm Beach County, Florida; thence South 87 degrees 44 minutes 21 seconds East along the South right-of-way line of 10th Avenue North a distance of 596.95 feet to a point; thence South 01 degree 49 minutes 19 seconds West a distance of 430.01 feet to a point; thence North 87 degrees 44 minutes 21 seconds West a distance of 766.22 feet to a point lying on the West line of said Tract 36 and the Easterly right-of-way line of Lake Worth Drainage District Canal Number E-4; thence North 23 degrees 22 minutes 04 seconds East along said right-of-way line and Tract line a distance of 460.92 feet to the Point of Beginning.

Less the North 14.00 feet thereof for additional right-of-way for 10th Avenue North as described in Right-Of-Way Deed recorded in Official Record Book 3690, page 969, Public Records of Palm Beach County, Florida.

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