

P94000048029

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

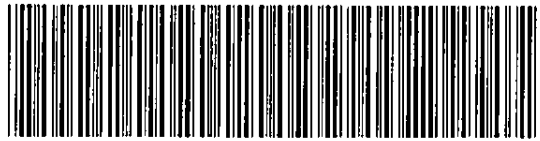
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Amend

2024 APR 25 AM 11:45
RECEIVED

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2024 APR 25 PM 2:40
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

A. RAMSEY

APR 26 2024

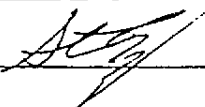
CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SHOPPES OF HILLSBORO II, INC.

Please Debit FCA000000003 For: 43.75

Thank you Seth Neeley



Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☐ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SHOPPES OF HILLSBORO II, INC.

DOCUMENT NUMBER: P94000048029

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

Please return all correspondence concerning this matter to the following:

Chad Muney, Esq.

Name of Contact Person

Clark & Muney PLLC

Firm/ Company

2400 E. Commercial Blvd., Suite 820

Address

Fort Lauderdale, FL 33308

City/ State and Zip Code

craig.singer@outlook.com

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

For further information concerning this matter, please call:

Chad Muney

at (954-776-3819)

Name of Contact Person

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

SHOPPES OF HILLSBORO II, INC.

2024 APR 25 AM 11:45

FILED

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

P94000048029

(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) (e), F.S.

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>X</u> Change	<u>PD</u>	<u>Allen Singer</u>	<u>3333 NE 32 AVE APT 1401</u>
<u> </u> Add			<u>FORT LAUDERDALE, FL 33308</u>
<u> </u> Remove			
2) <u> </u> Change	<u>VD</u>	<u>Craig Singer</u>	<u>2500 NE 37th Drive</u>
<u>X</u> Add			<u>FORT LAUDERDALE, FL 33308</u>
<u> </u> Remove			
3) <u> </u> Change	<u>SD</u>	<u>Mitchell Singer</u>	<u>5851 Holmberg Road, Unit 2111</u>
<u>X</u> Add			<u>Parkland, FL 33067</u>
<u> </u> Remove			
4) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
5) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change			
<u> </u> Add			
<u> </u> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets; if necessary). (Be specific)

Please see Attached

[illegible]

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 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)

4/25/24
Dated _____

Signature Allen Singer
(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)

Allen Singer

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

SHOPPES OF HILLSBORO II, INC.

Document Number of Corporation: P94000048029

Pursuant to the provision of Section 607.1006, Florida Statutes, **SHOPPES OF HILLSBORO II, INC.**, a Florida corporation, adopts the following Articles of Amendment to its Articles of Incorporation (the "Amendment") :

FIRST: **Article III – Purpose** is hereby deleted, and the following is substituted in its place:

The purposes of the Corporation are to own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal, directly or indirectly, with certain real property located at 1300 Scottsville Road, Chili, NY (collectively, the "Property") and to exercise all powers enumerated in the Florida Business Corporations Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein."

In order to preserve and ensure its separate and distinct identity, for so long as that certain mortgage loan in the original principal amount of \$10,200,000.00 from CMFG Life Insurance Corporation to the Corporation (the "Loan") remains outstanding, the Corporation agrees (a) to maintain its existence as a Corporation in good standing under the laws of the State of Florida and not to dissolve, liquidate, wind-up, consolidate or merge during the term hereof, without, in each instance, the prior written consent of CMFG Life Insurance Corporation (the "Lender") and (b) notwithstanding anything contained herein to the contrary and for so long as the Loan is outstanding, Corporation hereby represents, warrants and covenants to Lender, that Corporation:

- a. does not own and shall not own any asset or property other than (i) the Property, and (ii) incidental personal property necessary for the ownership or operation of the Property;
- b. shall not engage in any business other than the ownership, management and operation of the Property and Corporation will conduct and operate its business as presently conducted and operated;
- c. shall not enter into any contract or agreement with any "Affiliate" (as such term is defined below) of Corporation, any constituent party of Corporation, any guarantor of the Loan ("Guarantor"), or any Affiliate of any constituent party or Guarantor, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any such party;
- d. has not incurred and shall not incur any indebtedness, secured or unsecured, direct or indirect, absolute or contingent (including guaranteeing any obligation), other than: (i) the Loan, (ii) unsecured trade and operational debt incurred in the ordinary course of business and (iii) debt incurred in the financing of equipment and other personal property used on the Property, but, in

no event, to exceed \$50,000.00. No indebtedness other than the Loan may be secured (subordinate or pari passu) by the Property;

e. has not made and will not make any loans or advances to any third party (including any Affiliate or constituent party, any Guarantor or any Affiliate of any constituent party or Guarantor), and shall not acquire obligations or securities of its Affiliates;

f. is solvent and reasonably expects to be able to pay its debts from its assets as the same shall become due;

g. has done or caused to be done and shall do all things necessary to observe organizational formalities and preserve its existence, and will not, nor will any partner, member, shareholder, trustee, beneficiary, or principal amend, modify or otherwise change any provision of such party's organizational documents which pertains to the subject matter of this Section 3.1;

h. shall continuously maintain its existence and right to do business in the state where the Property is located;

i. will conduct and operate its business as presently conducted and operated;

j. shall maintain all of its books, records, financial statements and bank accounts separate from those of its Affiliates and any constituent party of Corporation and shall file its own tax returns unless required otherwise by applicable law. Corporation shall maintain its books, records, resolutions and agreements as official records;

k. shall be, and at all times shall hold itself out to the public as, a legal entity separate and distinct from any other entity (including any Affiliate of Corporation, any constituent party of Corporation, any Guarantor or any Affiliate of any constituent party or Guarantor), shall correct any known misunderstanding regarding its status as a separate entity, shall conduct business in its own name, shall not identify itself or any of its Affiliates as a division or part of the other and shall maintain and utilize separate checks;

l. shall not, nor shall any constituent party, seek the dissolution, winding up, liquidation, consolidation or merger in whole or in part, of Corporation;

m. has and reasonably expects 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;

n. shall not commingle the funds and other assets of Corporation with those of any Affiliate, constituent party, Guarantor, or any Affiliate of any constituent party or Guarantor, or any other person;

- o. has and shall maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any Affiliate or constituent party, any Guarantor, or any Affiliate of any constituent party or Guarantor, or any other person;
- p. does not and shall not guarantee, become obligated for, or hold itself out to be responsible for the debts or obligations of any other person or entity or the decisions or actions respecting the daily business or affairs of any other person or entity;
- q. shall not permit any Affiliate or constituent party independent access to its bank accounts;
- r. shall pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- s. shall not, nor shall any partner, member, shareholder, trustee, beneficiary or principal violate the provisions hereof.

As used herein, the term "Affiliate" shall mean with respect to any entity, any person or entity which directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such entity. For purposes of this definition, "control" of an entity shall mean the power, direct or indirect, (i) to vote or direct the voting of 50% or more of the outstanding ownership interest of such entity, or (ii) to direct or cause the direction of the management and policies of such entity, whether by contract or otherwise."

SECOND: Article XI is hereby deleted in its entirety.

THIRD: This Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

The ARTICLES OF INCORPORATION, as amended, is otherwise ratified and confirmed.

IN WITNESS WHEREOF, the said Corporation has caused this Amendment to be signed in its name by its President this 24 day of April, 2024.

SHOPPES OF HILLSBORO II, INC., a Florida corporation

By: _____

ALLEN SINGER, President