

P94000074946

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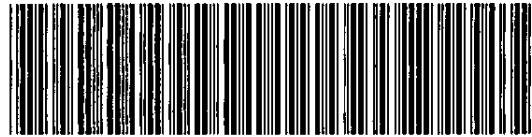
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*Amended*

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2011 AUG 1 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*00678, 00524, 00706, 00671

*POF*  
8/1/11

Please Record the changes and Return  
Confirmation to:

3500 MYSTIC Pointe Dr #3502  
Aventura FL 33180

Shlomit Kalichman  
For

Riverland Gas + Oil, Inc.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 21, 2011

Shlomit Kalichman  
3500 Mystic Pointe Dr.  
#3502  
Aventura, FL 33180

SUBJECT: RIVERLAND GAS & OIL, INC.  
Ref. Number: P94000074946

We have received your document for RIVERLAND GAS & OIL, INC. and check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$10.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please remove the reference to amended and restated articles from the last two paragraphs on page 2. Please state that the shareholders and directors adopted the amended articles.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 245-6907.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 311A00017285

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AM 9:48  
JUL 21 2011

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
RIVERLAND GAS & OIL, INC.**

This amendment to the Articles of Incorporation correctly sets out, without change, the provisions of the Articles being amended. The designated amendments supersede the original Articles and all amendments to the original Articles.

Pursuant to the Florida Statutes, Section 607.1006 the President of RIVERLAND GAS & OIL, INC., a Florida Corporation, makes the following statements for purposes of amending the Corporation's Articles on Incorporation:

1. The name of the corporation is RIVERLAND GAS & OIL, INC.
2. The Corporation's Articles of Incorporation are hereby amended by deleting any and all articles pertaining to initial Officers and/or Directors of the Corporation of the Articles of Incorporation of Riverland Gas & Oil, Inc. in its entirety and substituting therefor the following:

The Sole Officer and Director shall be:  
SHLOMIT F. KALICHMAN, President/Secretary/Treasurer  
3500 MYSTIC POINTE DRIVE, UNIT 3502  
AVENTURA, FLORIDA 33180

3. The following is added to the Corporation's Articles of Incorporation:

**ARTICLE VI - SINGLE PURPOSE ENTITY**

For so long as the indebtedness represented by that certain Promissory Note from the Corporation in favor of City National Bank of Florida ("Lender") in the original principal amount of \$3,030,000 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 these Articles of Incorporation shall not:

- a. 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;
- b. 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;

- c. 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;
- d. own any subsidiary or make any investment in any entity without the consent of Lender;
- e. commingle its assets with the assets of any of its members, managers, shareholders, affiliates, principals or of any other person; and
- f. fail to maintain its records, books of account and Lender accounts separate and apart from those of the members, managers, shareholders, principals and affiliates of a member, manager or shareholder of transferee, and any other person.
- g. 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
- h. incur any indebtedness other than the indebtedness owed to Lender and other than credit indebtedness incurred in the ordinary course of business which is not evidenced by a promissory note or similar debt instrument.

This Article VI shall not be amended without the prior written consent of Lender, and the Corporation shall have no authority to amend this Article VI without the prior written consent of Lender.

The Shareholders and Board of Directors of this Corporation unanimously adopted this Amended  
Articles of Incorporation as of the 26<sup>th</sup> day of April, 2011.

**IN WITNESS WHEREOF**, the undersigned Corporation has caused this Amendment to the  
Articles of Incorporation to be executed in its name by its president, as of the 26<sup>th</sup> day of  
April, 2011.

Riverland Gas & Oil, Inc.

By: 

SHLOMIT F. KALICHMAN, President

**STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE)**

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that SHLOMIT F. KALICHMAN, the President and duly authorized representative of RIVERLAND GAS & OIL, INC, a Florida corporation, whose name is signed to the foregoing Amended and Restated Articles of Incorporation and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, she, in her capacity as an authorized representative and with full authority, Incorporated and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, she, in her capacity as an authorized representative and with full authority, executed the same voluntarily for and as the act of said corporation on the same bears date.

Given under my hand and seal this the 26 day of April 2011.

  
\_\_\_\_\_  
Notary Public

My Commission expires: 10/26/14



## PROPERTY

### Exhibit "A"

#### PARCEL 1:

A PARCEL OF LAND LOCATED IN BLOCK 20, HODGEMAN'S MAP OF DAYTONA AS RECORDED IN MAP BOOK 12, PAGES 13 THROUGH 15, OF THE OFFICIAL RECORDS OF VOLUSIA COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF SAID BLOCK 20; THENCE S 00°03'51" E. ALONG THE EAST LINE OF SAID BLOCK 20 AND ALONG THE WESTERLY RIGHT-OF-WAY LINE OF RIDGEWOOD AVENUE (100-FOOT RIGHT OF WAY), A DISTANCE OF 125.56 FEET TO A POINT; THENCE LEAVING THE EAST LINE OF SAID BLOCK 20 AND THE WESTERLY RIGHT-OF-WAY LINE OF SAID RIDGEWOOD AVENUE, THE FOLLOWING FOUR COURSES AND DISTANCES ALONG A LINE DESCRIBED IN OFFICIAL RECORDS BOOK 2942, PAGE 0069, OF THE PUBLIC RECORDS OF VOLUSIA COUNTY, FLORIDA; THENCE N 89°59'43" W, A DISTANCE OF 129.53 FEET TO A POINT; THENCE N 0°04'49" W, A DISTANCE OF 40.16 FEET TO A POINT; THENCE N 89°59'49" W, A DISTANCE OF 70.30 FEET TO A POINT; THENCE N 0°05'29" W, A DISTANCE OF 85.37 FEET TO A POINT ON THE NORTH LINE OF SAID BLOCK 20 AND THE SOUTHERLY RIGHT-OF-WAY LINE OF VOLUSIA AVENUE (100-FOOT RIGHT OF WAY); THENCE N 89°59'41" E. ALONG THE NORTH LINE OF SAID BLOCK 20 AND ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF SAID VOLUSIA AVENUE A DISTANCE OF 199.88 FEET TO THE POINT OF BEGINNING.

#### PARCEL 2:

A PARCEL OF LAND LOCATED IN BLOCK 20, HODGEMAN'S MAP OF DAYTONA AS RECORDED IN MAP BOOK 12, PAGES 13 THROUGH 15 OF THE OFFICIAL RECORDS OF VOLUSIA COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID BLOCK 20; THENCE S 00°03'51" E, ALONG THE EAST LINE OF SAID BLOCK 20 AND ALONG THE WESTERLY RIGHT-OF-WAY LINE OF RIDGEWOOD AVENUE (100-FOOT RIGHT OF WAY), A DISTANCE OF 125.56 FEET TO THE POINT OF BEGINNING:

THENCE CONTINUING ALONG THE EAST LINE OF SAID BLOCK 20 AND ALONG THE WESTERLY RIGHT-OF-WAY LINE OF SAID RIDGEWOOD AVENUE, S 0°03'51" E. A DISTANCE OF 69.44 FEET TO A POINT; THENCE LEAVING THE EAST LINE OF SAID BLOCK 20 AND THE WESTERLY RIGHT-OF-WAY LINE OF SAID RIDGEWOOD AVENUE, S 89°59'41" W, A DISTANCE OF 397.50 FEET TO A POINT ON THE WEST LINE OF SAID BLOCK 20 AND THE EASTERLY RIGHT-OF-WAY LINE OF SEAGRAVE STREET (50 FOOT RIGHT OF WAY); THENCE N 0°05'37" W. ALONG THE WEST LINE OF SAID BLOCK 20 AND ALONG THE WESTERLY RIGHT-OF-WAY LINE OF SAID SEAGRAVE STREET, A DISTANCE OF 51.53 FEET TO A POINT; THENCE LEAVING THE WEST LINE OF SAID BLOCK 20 AND THE EASTERLY RIGHT-OF-WAY LINE OF SAID SEAGRAVE STREET, S

89°47'27" E. A DISTANCE OF 67.75 FEET TO A POINT; THENCE N 0°05'00" E. A DISTANCE OF 143.73 FEET TO A POINT ON THE NORTH LINE OF SAID BLOCK 20 AND THE SOUTHERLY RIGHT-OF-WAY LINE OF VOLUSIA AVENUE (100-FOOT RIGHT OF WAY); THENCE N 89°59'41" E. ALONG THE NORTH LINE OF SAID BLOCK 20 AND ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF SAID VOLUSIA AVENUE, A DISTANCE OF 129.52 FEET TO A POINT; THENCE LEAVING THE NORTH LINE OF SAID BLOCK 20 AND THE SOUTHERLY RIGHT-OF-WAY LINE OF SAID VOLUSIA AVENUE, THE FOLLOWING FOUR COURSES AND DISTANCES ALONG A LINE DESCRIBED IN OFFICIAL RECORDS BOOK 2942, PAGE 0069, OF THE PUBLIC RECORDS OF VOLUSIA COUNTY, FLORIDA; THENCE S 00°05'29" E. A DISTANCE OF 85.37 FEET TO A POINT; THENCE S 89°59'49" E. A DISTANCE OF 70.30 FEET TO A POINT; THENCE S 0°04'49" E. A DISTANCE OF 40.16 FEET TO A POINT; THENCE S 89°59'43" E, A DISTANCE OF 129.53 FEET TO THE POINT OF BEGINNING.

#### RECIPROCAL EASEMENT PARCEL

A PARCEL OF LAND LOCATED IN BLOCK 20, HODGEMAN'S MAP OF DAYTONA AS RECORDED IN MAP BOOK 12, PAGES 13 THROUGH 15, OF THE OFFICIAL RECORDS OF VOLUSIA COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID BLOCK 20; THENCE S 00°03'51" E. ALONG THE EAST LINE OF SAID BLOCK 20 AND ALONG THE WESTERLY RIGHT-OF-WAY LINE OF RIDGEWOOD AVENUE (100-FOOT RIGHT OF WAY), A DISTANCE OF 195.00 FEET TO THE POINT OF BEGINNING:

THENCE CONTINUING ALONG THE EAST LINE OF SAID BLOCK 20 AND THE WESTERLY RIGHT-OF-WAY LINE OF SAID RIDGEWOOD AVENUE, S 00°03'51" E. A DISTANCE OF 29.00 FEET TO A POINT; THENCE LEAVING THE EAST LINE OF SAID BLOCK 20 AND THE WESTERLY RIGHT-OF-WAY LINE OF SAID RIDGEWOOD AVENUE, S 89°59'41" W. A DISTANCE OF 268.24 FEET TO A POINT; THENCE S 62°16'56" W. A DISTANCE OF 82.52 FEET TO A POINT; THENCE N 90°00'00" W. A DISTANCE OF 56.12 FEET TO A POINT ON THE WEST LINE OF SAID BLOCK 20 AND THE EASTERLY RIGHT-OF-WAY LINE OF SEAGRAVE STREET (50-FOOT RIGHT OF WAY); THENCE N 0°05'37" W. ALONG THE WEST LINE OF SAID BLOCK 20 AND ALONG THE EASTERLY RIGHT-OF-WAY LINE OF SAID SEAGRAVE STREET, A DISTANCE OF 67.37 FEET TO A POINT; THENCE LEAVING THE WEST LINE OF SAID BLOCK 20 AND THE EASTERLY RIGHT-OF-WAY LINE OF SAID SEAGRAVE STREET, N 89°59'41" E. A DISTANCE OF 397.50 FEET TO THE POINT OF BEGINNING.