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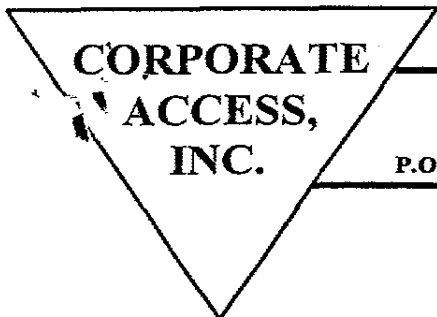
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03 FEB 13 PM 2:30  
STATE  
TALLAHASSEE, FLORIDA

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**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue • Tallahassee, Florida 32303

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☒ CERTIFIED COPY \_\_\_\_\_

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☒ FILING Amends

1.) BDC Deland, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

February 12, 2003

Corporate Access, Inc.  
236 East 6th Avenue  
Tallahassee, FL 32303

SUBJECT: BDC DELAND, INC.  
Ref. Number: P95000002494

RECEIVED  
03 FEB 13 AM 10:15  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for BDC DELAND, INC. and your check(s) totaling \$43.25. 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.

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 103A00009340

Corrected  
on Page 4

Thank! ☺

Kathy

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
BDC DELAND, INC.

FILED  
03 FEB 13 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of BDC DELAND, INC. heretofore approved and filed in the office of the Secretary of State of Florida on January 10, 1995, Document No. P95000002494, pursuant to Section 607.1006 of the Florida Business Corporation Act, is hereby amended in the following particulars:

1. A new Article XII is added to the Articles of Incorporation as follows:

**ARTICLE XII  
INSOLVENCY AND OPERATIONAL REQUIREMENTS**

Section 12.1 Bankruptcy. The Corporation purpose is limited to acting as general partner to BDC Deland, Ltd., a Florida limited partnership (the "Partnership"). The Corporation shall only incur mortgage indebtedness solely in its capacity as a general partner of the Partnership and activities incident thereto. For so long as any mortgage lien exists on the real property owned by the Partnership in Volusia County, Florida, known as *Woodland Plaza* (the "Property"), (i) the Corporation shall not incur, assume, or guaranty any obligation outside of debts in the ordinary course of business; and (ii) the Corporation shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity; and (iii) the Corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all of the Directors and Shareholders of the Corporation; and (iv) no material amendment to these Articles of Incorporation may be made without first obtaining approval of the mortgagee holding a first mortgage on the Property.

Section 12.2 Indemnification. Any indemnification obligation of the Corporation shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

Section 12.3 Corporation Conduct Regarding Existing Mortgage. For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in this Agreement, the Corporation shall conduct its affairs and shall cause the Partnership to conduct its affairs, in accordance with the following provisions:

- (i) It shall establish and maintain an office through which its business shall be conducted and shall allocate fairly and reasonably any overhead for share office space.
- (ii) It shall maintain separate records and books of account from those of any affiliate.
- (iii) It shall not commingle assets with those of any affiliate.

- (iv) It shall conduct its own business in its own name.
- (v) It shall maintain financial statements separate from any affiliate.
- (vi) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any affiliate.
- (vii) It shall maintain an arm's length relationship with any affiliate.
- (viii) It shall not guarantee or become obligated for the debts of any other entity, including any affiliate or hold out its credit as being available to satisfy the obligations of others.
- (ix) It shall use stationary, invoices and checks separate from any affiliate.
- (x) It shall not pledge its assets for the benefit of any other entity, including any affiliate.
- (xi) It shall hold itself out as an entity, separate from any affiliate.

Section 12.4 Corporate Action. The following provisions regulate the internal affairs of the Corporation:

12.4.1 A unanimous vote of the Board of Directors is required to cause the Corporation to take any of the following actions:

- (i) Causing the Corporation or the Partnership to become insolvent.
- (ii) Commencing any case, proceeding or other action on behalf of the Corporation or the Partnership under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors.
- (iii) Instituting proceedings to have the Corporation or the Partnership adjudicated as bankrupt or insolvent.
- (iv) Consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Partnership.
- (v) Filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation, or other relief on behalf of the Corporation or the Partnership of its debts under any federal or state law relating to bankruptcy.
- (vi) Seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Partnership or a substantial portion of the properties of the Corporation or the Partnership.

(vii) Making any assignment for the benefit of the Corporation's or the Partnership's creditors.

(viii) Taking any action or causing the Corporation or the Partnership to take any action in further of any of the foregoing.

12.4.2 For so long as the first mortgage lien on the Property is outstanding, the Corporation shall not:

(i) Amend the Articles of Incorporation .

(ii) Engage in any business activity other than as set forth in Article III.

(iii) Withdraw as the general partner of the Partnership.

(iv) Dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets.

(v) Transfer its interest or a portion thereof in the Partnership, except as expressly permitted under the loan documents executed in connection with the first mortgage lien on the Property.

12.4.3 For so long as the first mortgage lien on the Property is outstanding, the Corporation shall:

(i) Not commingle its assets with those of any other entity and hold its assets in its own name.

(ii) Conduct its own business in its own name.

(iii) Maintain bank accounts, books, records, accounts, and financial statements separate from any other entity.

(iv) Maintain its books, records, resolutions, and agreements as official records and separate from any other entity.

(v) Pay its own liabilities out of its own funds.

(vi) Maintain adequate capital in light of contemplated business operations.

(vii) Observe all corporate or other organizational formalities.

(viii) Maintain an arm's length relationship with its affiliates.

(ix) Pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations.

(x) Not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others.

(xi) Not acquire obligations or securities of affiliates or shareholders.

(xii) Not make loans to any other person or entity.

(xiii) Allocate fairly and reasonably any overhead for shared office space.

(xiv) Use separate stationery, invoices, and checks.

(xv) Not pledge its assets for the benefit of any other entity.

(xvi) Hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity.

(xvii) Not identify itself or any of its affiliates as a division or part of the other.

12.4.4 For so long as the first mortgage lien on the Property is outstanding, the Board of Directors of the Corporation shall include one (i) Independent Director. An "Independent Director" shall mean a person who is not and has not within the past five (5) years been (i) an officer, director, employee, partner, member, beneficial-interest holder or stockholder of the Corporation or the Partnership, or any affiliate of any of the foregoing; (ii) a lessee under any lease or supplier of the Partnership or any affiliate thereof (other than a supplier that does not derive more than ten percent (10%) of its revenues from its activities with the Partnership or any affiliate thereof); or (iii) a spouse, parent, sibling, or child of any person described in (i) or (ii) above; provided, however, that a person shall not be deemed to be a director of an affiliate solely by reason of such person being a director of a single-purpose entity. For the purpose of this definition alone, affiliate means any person or entity which is controlled by, or under common control with, any person or entity described in clause (i) above; provided that the terms "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933.

Section 12.5 No Corporation Termination. The Corporation shall not terminate solely as a consequence of the bankruptcy of one or more of the Directors or Shareholders of the Corporation so long as there remains a solvent Director of the Corporation.

Section 12.6 No Corporation Dissolution. Subject to applicable law, dissolution of the Corporation shall not occur so long as the Partnership remains mortgagor of the Property.

2. The foregoing amendment was unanimously adopted by the Board of Directors of the Corporation by unanimous written consent dated the 30<sup>th</sup> day of January, 2003. Shareholder action was not required.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the 30<sup>th</sup>  
day of January, 2003.

BDC DELAND, INC.,  
A Florida Corporation

By: William H. MacArthur  
William H. MacArthur  
President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 2003 by WILLIAM H. MacARTHUR, President of BDC DELAND, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

My Commission Expires:

Kathy O. Moorehead  
Print KATHY O. MOOREHEAD  
Notary Public

