

PA6000023190

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000076549 3)))



H070000765493ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : FOLEY & LARDNER
Account Number : I19980000047
Phone : (407) 423-7656
Fax Number : (407) 648-1743

COR AMND/RESTATE/CORRECT OR O/D RESIGN

MILLER GROUP PROPERTIES CORP.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$43.75

RECEIVED
07 MAR 23 AM 8:00
DIVISION OF CORPORATIONS

FILED
07 MAR 23 AM 9:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Document prepared by: Carol Borglum
(4563)
Client/Matter: 040296-0152

<https://efile.sunbiz.org/scripts/efilcovr.exe>

No. of Pages 4

Amn
3/23/2007

2007

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MILLER GROUP PROPERTIES CORP.**

Pursuant to Sections 607.1001 and 607.1003, Florida Statutes, **MILLER GROUP PROPERTIES CORP.** (the "Corporation") adopts the following Articles of Amendment to Articles of Incorporation:

1. The name of the Corporation is **MILLER GROUP PROPERTIES CORP.**
2. Article III of the Articles of Incorporation is hereby amended in its entirety to read as follows:

**ARTICLE III
NATURE OF BUSINESS**

This corporation may:

- (a) own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the property commonly known as Canoe Creek Shopping Center, located at 3300-3320 Canoe Creek Road, St. Cloud, Florida 34772 (the "Property"); and
 - (b) 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.
3. That the Articles of Incorporation are hereby amended by inserting a new Article IX as follows:

**ARTICLE IX
CERTAIN PROHIBITED ACTIVITIES**

The corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien, deed of trust lien or deed to secure debt in favor of Column Financial, Inc., its successors or assigns (the "First Mortgage") exists on any portion of the Property, the corporation shall not incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property, the corporation shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its shares of stock to any entity. For so long as the First Mortgage exists on any portion of the Property, 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 the board of directors. For so long as the First Mortgage exists on any portion of the Property, no material amendment to these Articles of Incorporation or to the corporation's bylaws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

4. That the Articles of Incorporation are hereby amended by inserting a new Article X as follows:

**ARTICLE X
INDEMNIFICATION**

Any indemnification of the corporation's directors and officers shall be fully subordinated to any obligations respecting the Property (including, without limitation, the First Mortgage) and such indemnification 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.

5. That the Articles of Incorporation are hereby amended by inserting a new Article XI as follows:

**ARTICLE XI
SEPARATENESS COVENANTS**

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these Articles of Incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

1. It shall maintain corporate records and books of account separate from those of its parent and any affiliate.
2. Its board of directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.
3. It shall observe all corporate formalities.
4. It shall not commingle assets with those of its parent and any affiliate.
5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from its parent and any affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
8. It shall maintain an arm's length relationship with its parent and any affiliate.
9. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate, or hold out its credit as being available to satisfy the obligations of others.
10. It shall use stationary, invoices and checks separate from its parent and any affiliate.

11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

12. It shall hold itself out as an entity separate from its parent and any affiliate.

For purpose of this Article XI, the following terms shall have the following meanings:

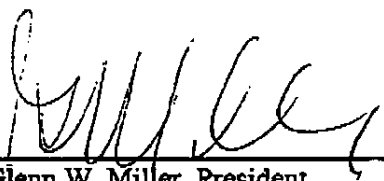
"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

6. The foregoing amendment was duly adopted on the 21 day of March, 2007 by the written consent of the sole shareholder of the Corporation, such consent being sufficient for approval.

Certified this 21 day of March, 2007.

By: 
Glenn W. Miller, President