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ORDER NO. : 453523-010
CUSTOMER NO: 11381A

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CUSTOMER: Alys Nagler Daniels, Esq
Gary Dytrych & Ryan
Suite 402
701 U.S. Highway 1
North Palm Beac, FL 33408

DOMESTIC AMENDMENT FILING

NAME: JOHN C. BILLS ENTERPRISES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: 1/8

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

Jon Amend

FILED
97 JUL -7 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL -7 PM 3:3
DIVISION OF CORPORAT

**ARTICLES OF AMENDMENT
OF
John C. Bills Enterprises, Inc.
(By Written Consent of Shareholders)**

FILED

97 JUL -7 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Statutes, John C. Bills Enterprises, Inc., adopts these Articles of Amendment to its Articles of Incorporation:

FIRST: The Articles of Incorporation of John C. Bills Enterprises, Inc., are amended by deleting Item 1. of Article I, and adding in its place and stead the following Item 1.:

"1. (i) To acquire a general partnership interest in and act as the general partner of John C. Bills Enterprises, Ltd., a Florida limited partnership (the "Partnership"), which is engaged solely in the ownership, operation and management of the real estate project located in Palm Beach Gardens, Florida, being more particularly described in Exhibit "A" attached hereto and incorporated herein by reference (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Partnership's limited Partnership Agreement; and

(ii) to engage in such other lawful activities permitted to corporations by the general corporation laws of the State of Florida as are incidental, necessary or appropriate to the foregoing."

SECOND: The Articles of Incorporation of John C. Bills Enterprises, Inc., are further amended by adding the following Articles:

"ARTICLE XIV: LIMITATIONS

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(i) engage in any business or activity other than those set forth in Article One or cause or allow the Partnership to engage in any business or activity other than as set forth in its Limited Partnership Agreement, as amended by that certain Amendment to Agreement of Limited Partnership of the Partnership dated on or about the date hereof (the "Amendment");

(ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property (the "Mortgage") and normal trade accounts payable in the ordinary course of business;

(iii) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;

(iv) dissolve or liquidate, in whole or in part;

(v) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;

(vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

(vii) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;

(viii) with respect to the Corporation or the Partnership, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or the Partnership or a substantial part of property of the Corporation or the Partnership, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action;

(ix) amend, alter or modify Articles One, Fourteen or Fifteen of the Articles of Incorporation of the Corporation or approve an amendment of Sections One through Five of the Amendment; or

(x) withdraw as general partner of the Partnership.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (i) through (vii) and items (ix) and (x).

ARTICLE XV: SEPARATENESS/OPERATIONS MATTERS

The Corporation shall:

(a) maintain books and records and bank accounts separate from those of any other person;

(b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;

(d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

(e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person."

SECOND: The amendments to the Articles of Incorporation of the Corporation set forth above were adopted on the 30th day of June, 1997.

THIRD: The foregoing amendments were adopted by the unanimous consent, of the shareholders of the corporation pursuant to Section 607.0704 of the Florida Statutes by way of a written consent signed by all of the shareholders of the corporation. The number of votes cast for the amendments by the shareholders was sufficient for approval.

Signed effective as of the 30th day of June, 1997.

John C. Bills Enterprises, Inc.

BY: [Signature]
John C. Bills, Pres.

STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared John C. Bills, as President of John C. Bills Enterprises, Inc. to me personally known or who provided _____ as identification and who executed the foregoing, and they acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 30 day of June, 1997.

[Signature]

Notary Public
My Commission Expires:
Commission No.:

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NOTARY PUBLIC
STATE OF FLORIDA
ALYS NAGLER DANIELS
COMMISSION # CC 440851
EXPIRES FEB 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.



EXHIBIT A

Legal Description

Parcel 1: Lot 8 of South Park Center, according to the Plat thereof, recorded in Plat Book 67, Page 87, of the Public Records of Palm Beach County, Florida; said lands situate, lying and being in Palm Beach County, Florida.

Parcel 2: Lots 1 and 2 of Northcorp Center, according to the Plat thereof, recorded in Plat Book 67, Page 93, of the Public Records of Palm Beach County, Florida; said lands situate, lying and being in Palm beach County, Florida.

Tax Assessor's Nos. PCN

- 52-42-42-12-18-000-0080 - Parcel 1
- 52-42-42-12-19-000-0010 - Parcel 2 - Lot 1
- 52-42-42-12-19-000-0020 - Parcel 2 - Lot 2