

P96000098124

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amen

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BAY MINI STORAGE, INC.

DOCUMENT NUMBER: P96000098124

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

Please return all correspondence concerning this matter to the following:

JULIE ANN SOMBATHY

(Name of Contact Person)

ISLER, SOMBATHY & SOMBATHY, P.A.

(Firm/ Company)

434 MAGNOLIA AVENUE

(Address)

PANAMA CITY, FLORIDA 32401

(City/ State and Zip Code)

For further information concerning this matter, please call:

JULIE ANN SOMBATHY

(Name of Contact Person)

at (850) 769-5532

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
06 JAN 12 AM 8:00
DIVISION OF CORPORATIONS

January 4, 2006

JULIE ANN SOMBATHY
434 MAGNOLIA AVE
PANAMA CITY, FL 32401

SUBJECT: BAY MINI STORAGE, INC.
Ref. Number: P96000098124

We have received your document for BAY MINI STORAGE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 306A00000258

Articles of Amendment
to
Articles of Incorporation
of

BAY MINI STORAGE, INC.

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

P96000098124

(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:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE 5. - REGISTERED OFFICE AND REGISTERED AGENT:

CHANGE TO: JULIE ANN SOMBATHY - SEE ATTACHED

434 MAGNOLIA AVENUE, PANAMA CITY, FLORIDA 32401

ARTICLE 6. - BOARD OF DIRECTORS:

REMOVE: LARRY F. BREAU AND D. KATHERINE BREAU

ADD: DONALD F. TOLER, 9058 CAVATINA PLACE, BOYNTON BEACH, FLORIDA 33437

HEATHER M. TOLER, 9058 CAVATINA PLACE, BOYNTON BEACH, FLORIDA 33437

EILEEN SHEPHERD, 11044 N. CANADA RIDGE DRIVE, ORO VALLEY, ARIZONA 85737

ARTICLE 8 - SEE ATTACHED

(Attach additional pages if necessary)

If an amendment provides for 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)

N/A

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06 JAN 12 PM 3:37
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TALLAHASSEE FLORIDA

The date of each amendment(s) adoption: 11-____-2005

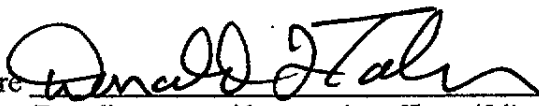
Effective date if applicable: N/A
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved 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)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 
(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)

DONALD F. TOLER
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

FILING FEE: \$35

8. **Covenants with Respect to Indebtedness; Operations and Fundamental Changes of the Corporation.** The Corporation has entered into and received certain financing (the "**Financing**") from Column Financial, Inc. (together with its successors and assigns, the "**Lender**"), which Financing is secured by a first mortgage lien on certain real and other property located at 1814 Summer Oak Court, Panama City Beach, Florida, 1816 Summer Oak Court, Panama City Beach, Florida, 6422 Summer Oak Drive, Panama City Beach, Florida and 1816 Thomas Drive, Panama City Beach, Florida (the "**Property**"). With respect to the Financing and the Property the Corporation:

- (a) does not own and will not own any encumbered asset other than (i) the Property, and (ii) incidental personal property necessary for the operation of the Property;
- (b) is not engaged and will not engage in any business other than the ownership, management and operation of the Property;
- (c) will not enter into any contract or agreement with any general partner, principal, member or affiliate of the Corporation or any affiliate of any such general partner, principal, or member of the Corporation, 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 an affiliate;
- (d) has not incurred and will not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than (i) the secured indebtedness, and (ii) trade payables or accrued expenses incurred in the ordinary course of business of operating the Property; no debt whatsoever may be secured (senior, 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 general partner, principal, member or affiliate of the Corporation, or any guarantor);
- (f) is and will be solvent and pay its debts from its assets as the same shall become due;
- (g) has done or caused to be done and will do all things necessary to preserve its existence and corporate, limited liability company and partnership formalities (as applicable), and will not, nor will any partner, limited or general, or member or shareholder thereof, amend, modify or otherwise change its partnership certificate, partnership agreement, certificate or articles of incorporation or organization, or by-laws or operating agreement or regulations, in a manner which adversely affects the Corporation's, or any such partner's, member's or shareholders's existence as a single-purpose, single-asset "bankruptcy remote" entity;
- (h) will conduct and operate its business as presently conducted and operated;
- (i) will maintain books and records and bank accounts separate from those of its affiliates, including its general partners, principals and members;

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- (j) will be, and at all times will hold itself out to the public as, a legal entity separate and distinct from any other entity (including any general partner, principal, member or affiliate);
 - (k) will file its own tax returns;
 - (l) will 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;
 - (m) will not, nor will any shareholder, partner, member or affiliate, seek the dissolution or winding up, in whole or in part, of the Corporation;
 - (n) will not enter into any transaction of merger or consolidation, or acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or beneficial ownership of, any entity;
 - (o) will not commingle the funds and other assets of the Corporation with those of any general partner, principal, member or affiliate, or any other person;
 - (p) has and will maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliate or any other person;
 - (q) has, and any general partner or operating member of the Corporation has, at all times since its formation, observed all legal and customary formalities regarding its formation and will continue to observe all legal and customary formalities;
 - (r) does not and will not hold itself out to be responsible for the debts or obligations of any other person; and
 - (s) upon the commencement of a voluntary or involuntary bankruptcy proceeding by or against the Corporation, the Corporation shall not seek a supplemental stay or otherwise pursuant to 11 U.S.C. 105 or any other provision of the Bankruptcy Act, or any other debtor relief law (whether statutory, common law, case law, or otherwise) of any jurisdiction whatsoever, now or hereafter in effect, which may be or become applicable, to stay, interdict, condition, reduce or inhibit the ability of Lender to enforce any rights of Lender against any guarantor or indemnitor of the secured obligations or any other party liable with respect thereto by virtue of any indemnity, guaranty or otherwise.

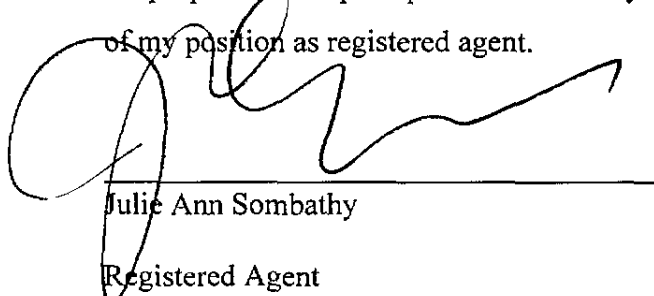
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Bay Mini Storage, Inc.
2. The name and address of the registered agent and office is:

Julie Ann Sombathy
434 Magnolia Avenue
Panama City, Florida 32401

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Julie Ann Sombathy
Registered Agent