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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JUL 12 PM 12:13

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Amend
of

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MORNINGSIDE NATIONAL, INC.

DOCUMENT NUMBER: P97000004464

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

Please return all correspondence concerning this matter to the following:

Jacki Wodek

(Name of Contact Person)

Morningside National, Inc.

(Firm/ Company)

3100 Monticello Ave., Suite 200

(Address)

Dallas, TX 75205

(City/ State and Zip Code)

For further information concerning this matter, please call:

Jacki Wodek

(Name of Contact Person)

at (214) 599-2233

(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

Articles of Amendment
to
Articles of Incorporation
of

MORNINGSIDE NATIONAL, INC.

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

FILED

06 JUL 12 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P97000004464

(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)**

SEE ATTACHED 2ND CERTIFICATE OF AMENDMENT

(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

(continued)

The date of each amendment(s) adoption: July 11, 2006

Effective date if applicable: _____
(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

Kathryn Mansfield

(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)

Kathryn Mansfield

(Typed or printed name of person signing)

Executive Vice President and Secretary

(Title of person signing)

FILING FEE: \$35

**2nd CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MORNINGSIDE NATIONAL, INC.**

MORNINGSIDE NATIONAL, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act,

DOES HEREBY CERTIFY:

FIRST

That the Board of Directors of the Corporation, at a meeting duly held, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the Articles of Incorporation of said Corporation dated as of January 9, 1997, as amended by that certain Certificate of Amendment of Certificate of Incorporation effective as of February 25, 1997 be amended as follows:

(i) Article **SEVENTH** shall be deleted in its entirety and the following shall be inserted in lieu thereof:

"SEVENTH: The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

(a) to acquire, own, hold, develop, lease, improve, renovate, finance, sell, mortgage, pledge, transfer, exchange, operate and manage the land and improvements known as Parcels 1, 2 and 3 in Manson Pike Crossing, Murfreesboro, Tennessee (the "Property");

(b) to engage in such other activities and make such other investments as the Board of Directors may authorize; and

(c) to do all things necessary, suitable, desirable or proper for the accomplishment of, or in furtherance of, any of the purposes set forth herein and to do every other act or acts incidental to, or arising from, or connected with, any of such purposes.

(ii) Articles **TENTH, ELEVENTH, THIRTEENTH AND FOURTEENTH** shall be deleted.

SECOND

That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of the Florida Business Corporation Act and written notice of the adoption of the amendment has been given to every stockholder entitled to such notice.

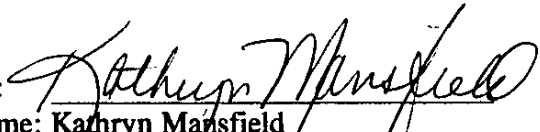
THIRD

That the aforesaid amendment was duly adopted in accordance with the applicable provisions of the Florida Business Corporation Act.

FOURTH

That this Certificate of Amendment of the Articles of Incorporation shall be effective as of July 11, 2006.

MORNINGSIDE NATIONAL, INC.,
a Florida Corporation

By: 
Name: Kathryn Mansfield
Its: Exec. Vice President & Secretary