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COR AMND/RESTATE/CORRECT OR O/D RESIGN
HE-RO DEVELOPMENT CORPORATION

JUN - 5 2014

R. WHITE

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HE-RO DEVELOPMENT CORPORATION**

FILED
14 JUN -4 11:42
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of He-Ro Development Corporation, a Florida corporation (the "Corporation"), filed with the Department of State on January 21, 1997, document number P97000005918, be and they are hereby, amended as shown below:

1. The following Article IX, "POWERS" is hereby added to the Articles of Incorporation of this Corporation:

IX. POWERS

Notwithstanding any other provision of these Articles of Incorporation and any provision of law that so empowers the Corporation, as long as the Mortgage and Security Agreement, as may be modified from time to time (the "Mortgage"), that the Limited Partnership intends to enter into with Wells Fargo Bank, National Association, successor to LaSalle Bank National Association, as trustee for the registered holders of GMAC Commercial Mortgage Securities, Inc., Mortgage Pass-Through Certificates, Series 2002-C2, successor to GMAC Commercial Mortgage Corporation (the "Lender"), encumbers the property the Limited Partnership owns that is located in Boca Raton, Florida, as more particularly described on Exhibit "A" attached hereto (the "Project"), remains outstanding, the Corporation shall not, without the Lender's prior written consent, do any of the following:

(i) engage in any business or activity other than the business described in Article III hereof and activities incidental thereto;

(ii) acquire or own any substantial assets other than an ownership interest in the Project;

(iii) merge into or consolidate with any person or entity;

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

(v) transfer, sell or otherwise dispose of all or substantially all of its assets;

(vi) change its legal structure;

(vii) fail to preserve its existence as an entity duly organized, validly existing, and in good standing under the laws of the State of Florida;

(viii) amend or modify these Articles of Incorporation or in its capacity as general partner of HR-441, Ltd., a Florida limited partnership (the "Company"), consent to the amending of the Company's limited partnership agreement;

(ix) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than trade payables and usual and customary expenses incurred in the ordinary course of its business of serving as the Company's general partner;

(x) File or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any laws or statutes relating to insolvency, bankruptcy, liquidation, or reorganization, or, make an assignment for the benefit of creditors; or

(xi) withdraw or resign as general partner of the Company.

2. These Articles of Amendment shall be effective at the time of their filing with the Department of State.

3. The foregoing amendment was adopted by a Consent to Action of the Shareholders and the Board of Directors of He-Ro Development Corporation, dated the 28th day of May, 2014. The number of votes cast by the shareholders in favor of the foregoing amendment was sufficient to approve the foregoing amendment.

IN WITNESS WHEREOF, the undersigned being the President of this Corporation, has executed these Articles of Amendment on this 29th day of May, 2014.



Alexander S. Rosenmurgy II, as President of
He-Ro Development Corporation

EXHIBIT "A"

Project

Parcel 1 (Fee Parcel):

Tract "B", HR-441, LTD., PLAT, according to the Plat thereof as recorded in Plat Book 83, Page 57, Public Records of Palm Beach County, Florida.

Parcel 2 (Easement Parcel)

Non-exclusive easement rights for the right of way for pedestrian and vehicular ingress and egress over and upon Tract "A" as more particularly described on the HR-441, LTD., PLAT according to the Plat thereof as recorded in Plat Book 83, Pages 57 and 57 of the Public Records of Palm Beach County, Florida, as more particularly set forth in the Declaration of Covenants, Restrictions and Reciprocal Easements for Mission Bay Commercial Center, as recorded in Official Records Book 10320, Page 1932, of the Public Records of Palm Beach County, Florida and as set forth in the declaration of Unity of Control and Cross Easements/Architectural Restrictive Covenants, as recorded in Official Records Book 10338, Page 1586, of the Public Records of Palm Beach County, Florida.