

P97000029852

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

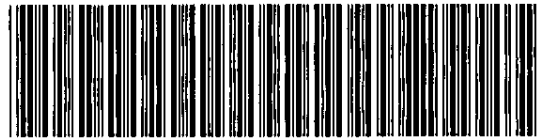
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/29/14--01001--010 **52.50

RECEIVED
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2014 JAN 28 PM 4:00
14 JAN 28 PM 9:00
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Amend/ccx
10 1.29.14

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

DIRECT DIAL - (850) 425-5306
REAL ESTATE FAX - (850) 222-7139

January 28, 2014

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Orange Avenue Self-Storage, Inc.**
Document Number: P97000029852

Dear Madam/Sir:

By this letter, we are requesting the following for the referenced corporation:

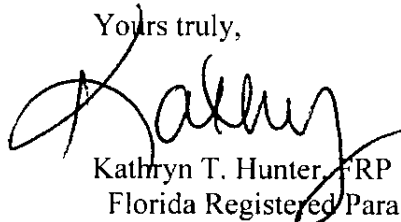
<input type="checkbox"/> \$8.75	<input checked="" type="checkbox"/> \$17.50	<input checked="" type="checkbox"/> \$35.00
Certificate of Status	TWO (2) Certified Copies	Amended Articles of Incorporation

Enclosed is this firm's check in the amount of \$52.50 to cover the filing fee and the cost of TWO (2) CERTIFIED COPIES.

Please call me at 425-5306 when the documents are ready to be picked up. I will send a messenger pick them up as soon as I hear from you.

Thank you for your assistance.

Yours truly,


Kathryn T. Hunter, FRP
Florida Registered Paralegal

/kth
Enclosures

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ORANGE AVENUE SELF-STORAGE, INC.**

FILED
SECRETARY OF STATE
14 JAN 28 AM 9:09
DIVISION OF CORPORATE

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article II of the Articles of Incorporation is deleted in its entirety and is replaced with the following Article II to read as follows:

**ARTICLE II
Purpose**

The Corporation's business and purpose shall consist solely of the following:

- a) To engage solely in the ownership, operation and management of the real estate project known as Orange Avenue Self-Storage located at 1109 West Orange Avenue, Tallahassee, Leon County, Florida in (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Corporation's Bylaws; and
 - b) 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.
2. Article XIV of the Articles of Incorporation is deleted in its entirety and replaced with the following Article XIV to read as follows:

**ARTICLE XIV
Limitations**

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, so long as any portion of the Loan (hereinafter defined) remains outstanding, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- a) engage in any business or activity other than those permitted hereby or own any assets other than those related to the Property;
- b) do any act which would make it impossible to carry on the ordinary business of the Corporation, except as otherwise provided in these Articles;
- c) borrow money or incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than normal trade accounts and lease obligations incurred in the ordinary course of business, or grant consensual liens on the Corporation's property;

except, however, the Corporation is hereby authorized to secure financing (the "Loan") for the Corporation from Union Capital Investments, LLC in such amount and on such terms as the signing officer of the Corporation may elect, and to grant a mortgage, deed of trust, lien or liens on the Corporation's property to secure such Loan, as well as incur other indebtedness to the extent expressly authorized pursuant to the documents further evidencing the Loan;

- d) dissolve or liquidate, in whole or in part;
- e) sell or lease or otherwise dispose of all or substantially all of the assets of the Corporation except in a manner, if any, consistent with the requirements of the documents evidencing the Loan;
- f) 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 a substantial part of property of the Corporation, 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;
- g) amend the Articles of Incorporation or the Bylaws of the Corporation; or
- h) 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.

In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the promissory note evidencing the Loan so long as it is outstanding, take any action set forth in items (a) through (e) or items (g) or (h) above.

3. Article XV of the Articles of Incorporation is deleted in its entirety and is replaced with the following Article XV to read as follows:

ARTICLE XV
Title to Corporate Property

All property owned by the Corporation shall be owned by the Corporation as an entity and, insofar as permitted by applicable law, no shareholder or officer shall have any ownership interest in any corporate property in its individual name or right and, each share or other ownership interest in the Corporation shall be personal property for all purposes.

4. Article XVI is added to the Articles of Incorporation to read as follows:

ARTICLE XVI
Separateness Provisions

The Corporation shall:

- a) maintain books and records and bank accounts separate from those of any other person;
- b) maintain its assets in its own name and in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- c) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- d) hold regular Board of Director and stockholder member meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- e) prepare separate tax returns and financial statements and not permit its assets to be listed as assets on the financial statements of any other entity, 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, the terms of which are intrinsically fair, commercially reasonable and are no less favorable than would be obtained in a comparable transaction with an unrelated third party;
- 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;
- j) neither make any loans or advances to any person or entity nor hold evidence of indebtedness issued by any person or entity;
- k) not assume, guaranty or pay the debts or obligations of any other person or hold out its credit as being available to satisfy the obligations of others;
- l) timely pay all of its tax obligations;

- m) pay its own liabilities only out of its own funds;
- n) not pledge its assets for the benefit of any other entity;
- o) pay the salaries of its own employees, if any, and maintain a sufficient number of employees in light of the contemplated business operations;
- p) correct any known misunderstanding regarding its separate identity;
- q) not acquire any securities or obligations of its officers, shareholders or any affiliate;
- r) cause the officers and other representatives of the Corporation to act at all times with respect to the Corporation consistent and in furtherance of the foregoing and in the best interests of the Corporation while simultaneously considering the interests of its creditors;
- s) maintain adequate capital in light of the Corporation's contemplated business purpose, transactions and liabilities;
- t) remain solvent and pay all of its debts and liabilities from its assets as they become due; and
- u) not identify any of its shareholders or any affiliate thereof as a division or part of the Corporation, and will not identify itself as a division or part of any other entity.

5. Article XVII is added to the Articles of Incorporation to read as follows:

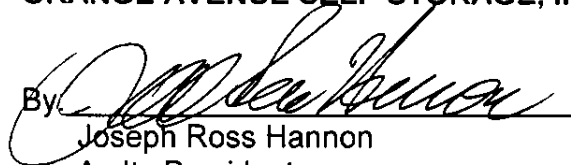
ARTICLE XVII
Subordination of Indemnities

All indemnification obligations of the Corporation are fully subordinated to any obligations relative to the Loan or respecting the Property and such indemnification obligations shall in no event constitute a claim against the Corporation if cash flow in excess of amounts necessary to pay obligations under the Loan is insufficient to pay such indemnification obligations.

6. Pursuant to Sections 607.1003, 607.1004, and 607.1006, Florida Statutes, and in accordance with the Articles of Incorporation of the Corporation, by unanimous vote the Shareholders holding shares of the Corporation's common stock authorized and consented in writing on December 16, 2013, to the filing of these Articles of Amendment to Articles of Incorporation, as amended on December 31, 2013. The unanimous vote of Shareholders was sufficient for approval.

Signed this 31st day of December, 2013.

ORANGE AVENUE SELF-STORAGE, INC.

By 
Joseph Ross Hannon
As Its President

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