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12(27)  
Amended  
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S

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Maguire Apartment Vent

- Art of Inc. File \_\_\_\_\_
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FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

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December 23, 2002

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET  
SUITE 1  
TALLAHASSEE, FL 32301

SUBJECT: MAGUIRE APARTMENT VENTURE, INC.  
Ref. Number: P97000077343

We have received your document for MAGUIRE APARTMENT VENTURE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Our records show the filing date of the Articles was September 8, 1997. Please attach a copy of the resolution of all directors and shareholders as stated in the document.

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) 245-6869.

Teresa Brown  
Document Specialist

Letter Number: 702A00067042

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

FILED

02 DEC 20 PM 3:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
MAGUIRE APARTMENT VENTURE, INC.**

Pursuant to Chapter 607.1003 and 607.1007, *Florida Statutes*, and pursuant to the joinder of all directors and all shareholders attached, the Articles of Incorporation of MAGUIRE APARTMENT VENTURE, INC., a Florida corporation (the "Corporation"), filed with the Florida Secretary of State, Tallahassee, Florida on September 8, 1997, are hereby amended and restated by replacing the existing Articles of Incorporation in their entirety with the following:

**ARTICLE I - NAME**

The name of the Corporation is MAGUIRE APARTMENT VENTURE, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation is 12202 Park Avenue, Windermere, Florida 34786.

**ARTICLE III - PURPOSE**

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

(a) to acquire a general partnership interest in and act as a general partner of FOXFIRE APARTMENT ASSOCIATES, a Florida general partnership (the "Partnership"), which is engaged solely in the ownership, operation and management of the real estate project known as Key Isle Apartments located in the City of Ocoee, Orange County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Partnership's Joint Venture Agreement; 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.

#### ARTICLE IV - LIMITATIONS

Notwithstanding any other provision of these Articles of Incorporation and any provision of law that otherwise empowers the Corporation and so long as any obligations secured by a first priority mortgage incurred in connection with any financing of the Property (a "Security Instrument") remain outstanding and not discharged in full, without the unanimous consent of the Board of Directors, the corporation shall not do any of the following:

(a) engage in any business or activity other than those set forth in Article III or cause or allow the Partnership to engage in any business activity other than as set forth in its Joint Venture Agreement;

(b) incur any indebtedness or assume or guarantee any indebtedness of any other Person, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;

(c) cause the Partnership to incur any indebtedness or to assume or guarantee any indebtedness of any other Person, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;

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

(e) consolidate or merge with or into any other Person or convey or transfer or lease the Property and assets substantially as an entirety to any Person;

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

(g) with respect to the Corporation or the Partnership, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of 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 the 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;

(h) amend Articles III, IV or X of these Articles of Incorporation or approve any amendment to Sections 3.1, 3.5, 3.6, 3.7 or 3.8 of the Statement of Partnership Authority for Foxfire Apartment Associates, a Florida Joint Venture; or

(i) withdraw as a general partner of the Partnership.

So long as any obligations secured by the Mortgage remain outstanding and not paid in full, the Corporation will have no authority to take any action in items (a) through (g) and (i) and (j) above without the written consent of the holder of the Mortgage.

#### **ARTICLE V - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 share of common stock having One Dollar (\$1.00) par value per share.

#### **ARTICLE VI - ADDRESS**

The street address of the registered office of the Corporation is amended to be 417 E. Virginia Street, Tallahassee, FL, and the name of the registered agent of the Corporation at that address is amended to be **CAPITAL CONNECTION, INC.**

#### **ARTICLE VII - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

#### **ARTICLE VIII - PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this Corporation and of the same kind, class or series as that which he already holds will have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### **ARTICLE IX - DIRECTORS**

This Corporation will have two (2) directors. The names and street addresses of the members of the Board of Directors are:

**Robert L. Ferdinand**, 12202 Park Avenue, Windermere, Florida 34786  
**Debra J. Ferdinand**, 208 Green Lake Circle, Longwood, Florida 32779.



## ARTICLE X - 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 Person;
- (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.

## ARTICLE XI - DEFINITIONS

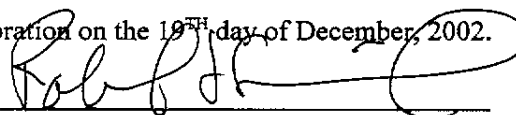
For purposes of these Articles, the following terms will have the following meanings:

- (a) "Affiliate" means any person controlling or controlled by or under common control with the Corporation including, without limitation, (i) any Person who has a familial relationship, by blood, marriage or otherwise with any partner or employee of the Corporation, or any Affiliate thereof, and (ii) any Person which receives compensation for administrative, legal or accounting services from the Corporation, or any Affiliate. For purposes of this definition, "control" when used with respect to any specified Person, means the power to direct the management and policies of such Person, directly or indirectly, whether

through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

(b) "Person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

The foregoing was adopted by the Corporation on the 19<sup>th</sup> day of December, 2002.



**Robert L. Ferdinand**  
Director and Shareholder

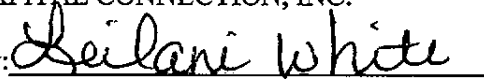


**Debra J. Ferdinand**  
Director and Shareholder

**ACKNOWLEDGMENT AND ACCEPTANCE  
OF REGISTERED AGENT**

Having been named as the Registered Agent for MAGUIRE APARTMENT VENTURE, INC., for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.

CAPITAL CONNECTION, INC.

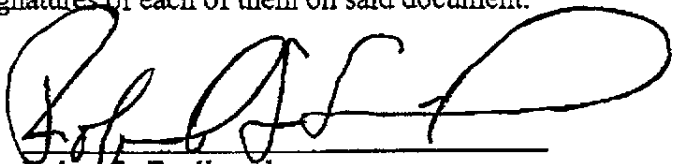
By:   
As its \_\_\_\_\_





**CERTIFICATE OF APPROVAL OF DIRECTORS AND SHAREHOLDERS**

The undersigned, Robert L. Ferdinand, being the duly authorized President of Maguire Apartment Venture, Inc., does hereby certify that the attached Articles of Amendment and ~~Restatement of Articles of Incorporation of Maguire Apartment Venture, Inc.~~, were duly authorized by unanimous vote of the Directors and Shareholders of Maguire Apartment Venture, Inc. on December 19, 2002, as evidenced by the signatures of each of them on said document.



Robert L. Ferdinand