

P970000078567

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

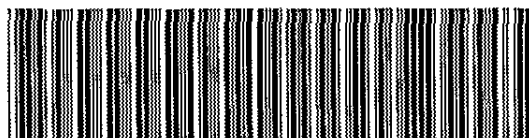
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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RECEIVED  
02 DEC 18 PM 3:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
02 DEC 23 AM 10:58  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

X00789, 00579, 00847, 00672

## ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/ST/Zip

850-222-2785

Phone #

### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1- MDH FOXFIRE I, INC.
- 2-
- 3-
- 4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

#### NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

#### AMENDMENTS

<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

#### OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

#### REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 19, 2002

Attorneys' Title  
1965 Capital Circle NE  
Suite A  
Tallahassee, FL 32308

SUBJECT: MDH FOXFIRE I, INC.  
Ref. Number: P97000078567

RECEIVED  
02 DEC 23 AM 10:24  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for MDH FOXFIRE I, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 402A00066776

**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
MDH FOXFIRE I, INC.**

02 DEC 23 AM 10 58  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607.1003, *Florida Statutes*, and pursuant to the resolution of all directors and all shareholders attached, the Articles of Incorporation of MDH FOXFIRE I, INC., a Florida corporation (the "Corporation"), filed with the Florida Secretary of State, Tallahassee, Florida, on September 9, 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 MDH FOXFIRE I, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation is 753 E. Glenn Avenue, Auburn, Alabama 36831.

**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) dissolve or liquidate, in whole or in part;

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

(f) 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;

(g) 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;

(h) 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;

(i) amend Articles III, IV or X of this 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

(j) 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 shares 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 369 N. New York Avenue, 3rd Floor, Winter Park, Florida, and the name of the current registered agent of the Corporation at that address is J. Lindsay Builder, Jr.

## **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 prorata share thereof at the price at which it is offered to others.

## **ARTICLE IX - DIRECTORS**

This Corporation will have three (3) directors. The names and street addresses of the members of the Board of Directors are:

Michael V. Shannon	753 E. Glenn Avenue Auburn, Alabama 36831
David L. Strobel	753 E. Glenn Avenue Auburn, Alabama 36831
C. Hadley Weaver, Jr.	753 E. Glenn Avenue Auburn, Alabama 36831

## **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.

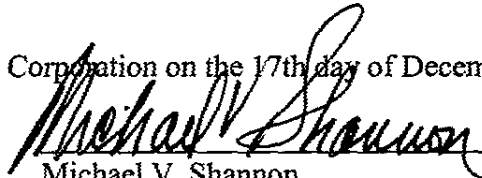
#### **ARTICLE XI - DEFINITIONS**

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

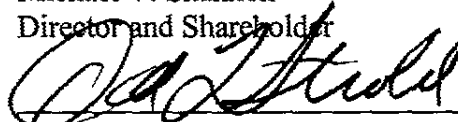
- (a) "Affiliate" means any Person controlling or controlled by or under common control with the Corporation including, without limitation (i) any Person who has a familial relationship, by blood, marriage or otherwise with any partner or employee of the Corporation, or any Affiliate thereof and (ii) 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.

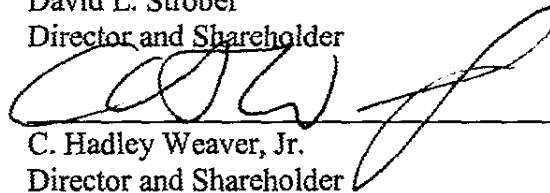
The foregoing was adopted by the Corporation on the 17th day of December, 2002.



Michael V. Shannon  
Director and Shareholder



David L. Strobel  
Director and Shareholder

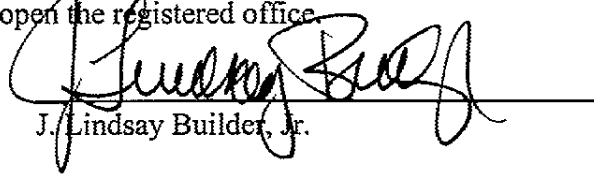


C. Hadley Weaver, Jr.  
Director and Shareholder



**ACKNOWLEDGMENT AND ACCEPTANCE  
OF REGISTERED AGENT**

Having been named as the registered agent for MDH FOXFIRE I, 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.

  
J. Lindsay Builder, Jr.

**CERTIFICATE OF MEMBERS OF  
BOARD OF DIRECTORS AND SHAREHOLDERS  
ACTION BY CONSENT  
MDH FOXFIRE I, INC.**

We hereby certify that we are all of the members of the Board of Directors (the "Board") and all of the Shareholders of MDH FOXFIRE I, INC., a Florida corporation (the "Corporation"), and we hereby consent to the following actions of the Board and the Shareholders and instruct the Secretary of the Corporation to enter this Certificate in the minutes of the proceedings of the Corporation:

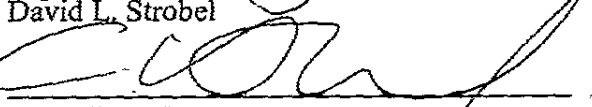
The Board of Directors and the Shareholders of MDH FOXFIRE I, INC., a Florida corporation, hereby resolve to amend and restate the Articles of Incorporation of the Corporation by executing and filing with the Department of State of the State of Florida the Articles of Amendment and Restatement of the Articles of Incorporation to which this Resolution is attached.

Execution of this Certificate by the undersigned, being all of the members of the Board and all of the Shareholders of the Corporation and subsequent insertion of this Certificate in the records of the Corporation waives any requirement of a formal meeting of the members of the Board or Shareholders of the Corporation to conduct the business referred to herein.

Dated this 17th day of December, 2002.

  
Michael V. Shannon

  
David L. Strobel

  
C. Hadley Weaver