

P97000099836

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

100002428521--4

-02/12/98--01006--024

*****87.50 *****87.50

United Investors Pembroke
Inc.

Date	2/13/98
Document	
Examiner	Don
Updater	Don
Update	
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

Art of Inc. File	
LTD Partnership File	
Foreign Corp. File	Amend
L.C. File	
Fictitious Name File	
Trade/Service Mark	
Merger File	
Art. of Amend. File	Cert
RA Resignation	
Dissolution / Withdrawal	
Annual Report / Reinstatement	
Cert. Copy	
Photo Copy	
Certificate of Good Standing	
Certificate of Status	
Certificate of Fictitious Name	
Corp Record Search	
Officer Search	
Fictitious Search	00672
Fictitious Owner Search	
Vehicle Search	
Driving Record	
UCC 1 or 3 File	
UCC 11 Search	
UCC 11 Retrieval	
Courier	

RECEIVED
98 FEB 12 AM 10:08
DIVISION OF CORPORATION
FILED
98 FEB 13 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*00789, 00664, 00521

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 12, 1998

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32302

SUBJECT: UNITED INVESTORS PEMBROKE, INC.
Ref. Number: P97000099836

We have received your document for UNITED INVESTORS PEMBROKE, 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):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

It states in Article VII that there will be three directors but there is only one director initially and there will be 5 directors now. Please change the wording of the article to remove three and put five directors or don't state the number of directors.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 398A00008267

Corrected

A handwritten signature, possibly "S. Hogan", written in a cursive style.

RECEIVED
98 FEB 13 AM 10:10
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
UNITED INVESTORS PEMBROKE, INC.

98 FEB 13 AM 11:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Directors of United Investors Pembroke, Inc., a Florida corporation, do hereby certify that the following resolution was approved, ratified and confirmed by written action of the Directors of the corporation:

RESOLVED, that the Articles of Incorporation be, and the same are hereby, amended as follows:

1. That Article VII is deleted in its entirety and the following Article VII is substituted therefor:

ARTICLE VII - Board of Directors

The number of directors constituting the Board of Directors of the Corporation shall be five (5). The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one, nor more than five (5). Members of the Board of Directors need not be residents of the State of Florida nor shareholders of the Corporation. The directors shall be elected at the first annual shareholders meeting and at each annual shareholders meeting thereafter, and shall hold office in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

Notwithstanding any other provisions contained herein, the corporation's Board of Directors must at all times include at least one Independent Director at all times. For the purposes of these Articles of Incorporation, the term "Independent Director" means a director of the Corporation who is not at the time of initial appointment and has not been at any time during the preceding five (5) years: (i) a stockholder, director, officer, employee, partner or member of the Corporation or any affiliate thereof; (ii) a customer, supplier or other person who derives more than ten percent (10%) of its purchases or revenues from its activities with the Corporation; (iii) a person or other entity controlling or under common control with any such stockholder, partner, member, customer, supplier or other person; or (iv) a member of the immediate family of any such stockholder, director, officer, employee, partner, member, customer, supplier or other person. As used herein, the term "control" means the possession directly or indirectly, of the power to direct or cause the direction of the management, policies or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise.

The name and address of each person who shall serve as a member of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Rob Sharer	1202 Briarbrook, Houston, TX 77042
Lewis H. Sandler	9718 Estate Lane, Dallas, TX 75238
Daniel M. Jones, III	2601 Oak Point Drive, Garland, TX 75044
Randall D. Keith	1050 Cheshire, Houston, TX 77018
Robert P. Messer	1910 Mission Springs, Katy, TX 77450

(Independent Director will be provided)

2. That Article X is deleted in its entirety and the following Article X is substituted therefor:

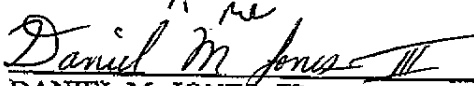
ARTICLE VII - Amendment

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, upon the unanimous written approval of the Board of Directors; provided, however, the requirement of an independent director in Article VII hereof, may not be amended until such time as the Consolidated and Restated Mortgage on the property described in Article IV of the Articles of Amendment to Articles of Incorporation dated December 4, 1997, as recorded in Official Records Book 25720, page 717, public records of Broward County, Florida, held by State Street Bank and Trust Company as trustee for the registered holders of First Union-Lehman Brothers Commercial Mortgage Trust, Commercial Mortgage Pass-Through Certificates, has been satisfied in full.

The foregoing Articles of Amendment have been executed by the Directors of United Investors Pembroke, Inc., on the 9th day of February 1998.

No shareholder action was required.


ROB SCHARER

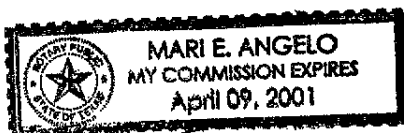

DANIEL M. JONES, III


RANDALL D. KEITH


ROBERT P. MESSER

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 9 day of FEBRUARY, 1998, by ROB SCHARER, who ☒ is personally known to me or who ☐ produced known as identification.

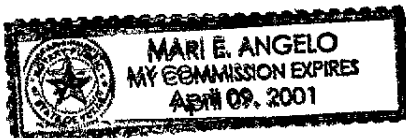



Notary Public

My commission expires: 4/9/01

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 9 day of FEBRUARY, 1998, by DANIEL M. JONES, III, who ☒ is personally known to me or who ☐ produced known as identification.

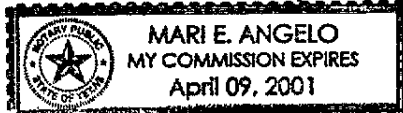



Notary Public

My commission expires: 4/9/01

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 9 day of FEBRUARY, 1998, by RANDALL D. KEITH, who ☒ is personally known to me or who ☐ produced known as identification.

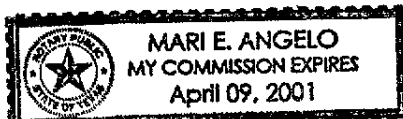


Mari E. Angelo
Notary Public

My commission expires: 4/9/01

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 9 day of FEBRUARY, 1998, by ROBERT P. MESSER, who ☒ is personally known to me or who ☐ produced known as identification.



Mari E. Angelo
Notary Public

My commission expires: 4/9/01

Lewis H. Sandler
LEWIS H. SANDLER

DANIEL M. JONES, III

RANDALL D. KEITH

ROBERT P. MESSER

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1998, by ROB SCHARER, who [] is personally known to me or who [] produced _____ as identification.

Notary Public
My commission expires:

STATE OF Texas
COUNTY OF Dallas

The foregoing instrument was acknowledged before me this 9th day of February, 1998, by LEWIS H. SANDLER, who [☒] is personally known to me or who [] produced _____ as identification.



Linda Smith
Notary Public
My commission expires:

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1998, by DANIEL M. JONES, III, who [] is personally known to me or who [] produced _____ as identification.

Notary Public
My commission expires: