

P97000104078

Boyd Lindsey Williams Branch
Requestor's Name

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Address

Tallah. FL 32312 326-2171
City/State/Zip Phone #

Office Use Only

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

1. ^{City} Cindy Centre Associates of Tall. Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input 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

FILED RECEIVED
97 DEC 29 PM 4:19 97 DEC 29 PM 3:46
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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JFF
Amend
C.C.

O.K. per
SP.

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
CITY CENTRE ASSOCIATES OF TALLAHASSEE, INC.**

FILED

97 DEC 29 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article III of the Articles of Incorporation of City Centre Associates of Tallahassee, Inc., which were filed on December 10, 1997, and all amendments thereto, is hereby amended to read as follows:

The purpose of this Corporation shall be limited to serving as the general partner of City Centre Associates of Tallahassee, Ltd., a Florida limited partnership (the "Partnership"), and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except in its capacity as general partner of the Partnership.

2. Article XIII is hereby added to the Articles of Incorporation of City Centre Associates of Tallahassee, Inc., which were filed on December 10, 1997, to read as follows:

Article XIII

Internal Affairs

The following provisions shall regulate the internal affairs of the Corporation:

- A. A unanimous vote of the board of directors shall be required to take on its own behalf, or cause the Partnership to take any of the following actions:
- (1) causing the Corporation or the Partnership to become insolvent;
 - (2) commencing any case, proceeding or other action on behalf of the Corporation or the Partnership under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
 - (3) instituting proceedings to have the Corporation or the Partnership adjudicated as bankrupt or insolvent;

(4) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation or the Partnership;

(5) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation or the Partnership of its debts under any federal or state law relating to bankruptcy;

(6) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Partnership or a substantial portion of the properties of the Corporation or the Partnership;

(7) making any assignment for the benefit of the Corporation's or the Partnership's creditors;

(8) taking any action or causing the Partnership to take any action in furtherance of any of the foregoing;

(9) amending these Articles of Incorporation; or

(10) amending the Partnership's Limited Partnership Agreement;

B. Notwithstanding any of the foregoing, for so long as that certain \$6,675,000.00 mortgage loan between Mellon Mortgage Company, or its successors and assigns, and the Partnership (the "Loan") is outstanding, the Corporation shall not:

(1) amend these Articles of Incorporation;

(2) engage in any business activity other than as set forth in Article III;

(3) withdraw as a partner of the Partnership;

(4) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets, or cause the Partnership to dissolve, liquidate, consolidate, merge or sell all or substantially all of the Partnership's assets; or

(5) transfer its interest or a portion thereof in the Partnership;

C. The Corporation shall, and the Corporation shall require the Partnership to:

(1) not commingle its assets with those of any other entity and hold its assets in its own name;

(2) conduct its own business in its own name;

(3) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;

(4) maintain its own books, records, resolutions and agreements as official records and separate from any other entity;

(5) pay its own liabilities out of its own funds;

(6) maintain adequate capital in light of contemplated business operations;

(7) observe all corporate or other organizational formalities;

(8) maintain an arm's length relationship with its affiliates;

(9) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;

(10) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;

(11) not acquire obligations or securities of affiliates or shareholders;

(12) not make loans to any other person or entity;

(13) allocate fairly and reasonably any overhead for shared office space;

(14) use separate stationery, invoices, and checks;

(15) not pledge its assets for the benefit of any other entity;

(16) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and

(17) not identify itself or any of its affiliates as a division or part of the other.

D. The board of directors shall consider the interests of the Corporation's creditors and the Partnership's creditors in connection with all corporate actions.

3. Article XIV is hereby added to the Articles of Incorporation of City Centre Associates of Tallahassee, Inc., which were filed on December 10, 1997, to read as follows:

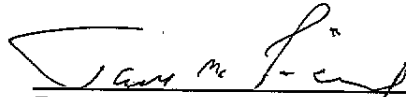
Article XIV
Limitation on Indemnification

Any and all corporation obligations to indemnify its Directors and Officers shall not constitute a claim against the corporation, as long as the Loan is outstanding.

4. The foregoing amendments were adopted by the director and sole shareholder of the Corporation pursuant to Section 607.1003, Florida Statutes, on the 23rd day of December, 1997.

5. Pursuant to Section 607.0123(1)(b), Florida Statutes, the foregoing amendments shall be deemed effective as of the date of filing.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation has executed this Amendment to Articles of Incorporation this 27th day of December, 1997.



James M. Rudnick, Director/
Sole Shareholder

State of Florida
County of Leon

Before Me, the undersigned authority, personally appeared **James M. Rudnick**, who is known personally by me and who acknowledged before me that he executed this Amendment to Articles of Incorporation for the purposes therein stated, after taking an oath.

In Witness Whereof, I have hereunto set my hand and seal on this 27 day of December, 1997.

Jan H. Eddinger
Notary Public

