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NAME: TRG II, INC.
AUDIT NUMBER.....H98000012548
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1
CERT. COPIES.....1

PAGES..... 5
DEL.METHOD.. FAX
EST.CHARGE.. \$96.25

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Amendment

7/8/98

DC

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
TRG II, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the Corporation is TRG II, INC.
2. The following amendment to the Articles of Incorporation ("Articles") was made by the Incorporator of the Corporation, in the manner prescribed by the Florida General Corporation Act Section 607.1006, such that the consent of the Shareholders was not required or obtained.
3. **WHEREAS**, the Corporation desires to amend its Articles of Incorporation to comply with certain terms and provisions of the Lenders.

- (a) Article III is deleted in its entirety and the following substituted therefor:

Article III- Purposes and Powers

This Corporation is formed for the following purposes and shall have the following powers, subject, however, to the additional limitations set forth herein:

- (1) to acquire and own a thirty-five percent (35%) partnership interest ("Partnership Interest") in College Park Holdings, Ltd., a Florida limited partnership (the "Partnership"), formed to acquire, construct, own and operate a multi-family apartment complex consisting of approximately 210 dwelling units located in Collier County, Florida, to be known as the "College Park" (said property referred to as the "Project");
- (2) to buy or otherwise acquire, own, develop, hold, manage, control, lease, sell, operate, improve and otherwise deal with property of all kinds in connection with the Partnership Interest of the Project;

Prepared By and Return to:
Leon J. Wolfe, Esq., #327247
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- (3) to conduct such other activities as may be necessary or appropriate to promote the aforesaid purposes, including the exercise of all rights as a General Partner, mortgaging, pledging, leasing, managing, conveying and otherwise dealing and disposing of the Partnership Interest or the project, or any part thereof; and
- (4) to exercise any and all powers necessary, convenient, or proper to carry into effect any of the foregoing purposes and for the execution of said purposes, the Corporation shall have all powers granted to Corporations formed under "The Florida Business Corporations Act," as now enacted or hereafter amended.
- (b) Article XII is added as follows:

Article XII - Special Purpose Entity

As long as there are Bonds outstanding:

- (1) the Corporation shall not engage in any business or activity other than in connection with or relating to the activities permitted in Article III hereof;
- (2) the Corporation shall not consolidate or merge with or into any other entity or convey, transfer or lease its properties and assets substantially as an entirety to any entity through liquidation, dissolution or otherwise;
- (3) the Corporation shall not dissolve or liquidate;
- (4) the Corporation shall not commingle its funds or assets with those of any other individual, corporation, estate, partnership, limited liability company, joint venture, association, joint stock company, trust, unincorporated organization, or government or any agency or political subdivision thereof;
- (5) the Corporation shall not hold itself out as being liable for the debts of any other entity;
- (6) the Corporation shall not (i) form, or cause to be formed, any subsidiaries; (ii) acquire any interest as a general or limited partner in any partnership other than the partnership as specified herein and as permitted by the Partnership's Limited Partnership Agreement and any Amendments thereto (the "Partnership Agreement");

- (7) the Corporation shall not act in any manner other than in its corporate name and through its duly authorized officers or agents in the conduct of its business, and shall conduct its business so as not to mislead others as to the identity of the entity with which they are concerned;
- (8) the Corporation shall maintain corporate records and books of account and shall not commingle its corporate records and books of account with the corporate records and books of account of any other entity, provided that said records and books of account may be kept inside or outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation;
- (9) the Board of Directors of the Corporation shall hold appropriate meetings, not less frequently than once per annum, to authorize all of its corporate actions;
- (10) meetings of the shareholders of the Corporation shall be held not less frequently than once per annum;
- (11) no guarantees of loans or other indebtedness to third parties shall be made by the Corporation and no shareholder shall guaranty, become liable on or hold himself out as being liable for the debts of the Corporation, except to the extent such guarantees are given by the shareholders at the time the Partnership obtains the equity and debt financing to acquire, develop and construct the Project;
- (12) the Corporation shall not amend, alter, change or repeal any provision contained in these Articles of Incorporation or the Corporation's By-laws without: (i) the unanimous vote in favor thereof of the entire Board of Directors; and (ii) the prior written confirmation from, if applicable, S&P, Moody's and any other rating agency rating the bonds, that such amendment, alteration, change or repeal shall not result in a downgrading of the ratings assigned to the Bonds;
- (13) the Corporation, shall not transfer to any person or entity any assets of the Corporation except pursuant to the terms authorized under one or more of the Transaction Documents as such is defined therein, and except that the Corporation may transfer assets in the ordinary course of its or the Partnership's business and may declare and pay cash dividends to its shareholders in accordance with the Act; or

- (15) neither the Corporation, without the affirmative vote of the entire Board of Directors of the Corporation, nor the shareholders of the Corporation shall: (i) institute any proceedings to adjudicate the Corporation or the Partnership as bankrupt or insolvent, (ii) consent to the institution of bankruptcy or insolvency proceedings against the Corporation or the Partnership, (iii) file a petition seeking or consenting to reorganization or relief under any applicable federal or Florida state law relating to bankruptcy with respect to itself or the Partnership, (iv) 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 foregoing entities, (v) make any assignment for the benefit of the Corporation's or the Partnership's creditors, (vi) cause the Corporation or the Partnership to admit in writing its inability to pay its debts generally as they become due, or (vii) take any action, or cause the Corporation or the Partnership to take any action, in furtherance of any of the foregoing (any of the above foregoing actions, a "Bankruptcy Action").

- (c) Article XIII is added as follows:

Article XIII - Independent Director

The term "Independent Director" shall be any person who: (i) is not and for the prior five years has not been (A) a shareholder, officer, director, partner, employee, significant customer, creditors, supplier, or independent contractor of the Corporation, its ultimate parent or any subsidiaries or affiliates thereof, or (B) a member of the immediate family of any person described above; and (ii) does not directly or indirectly own any class of voting stock of the Corporation or any of its affiliates. As used herein, the term "affiliate" means any person controlling, under common control with, or controlled by the person in question, and the term "control" means the possession, directly or indirectly, of the power to direct or to cause the direction of the management and policies of a person, whether through ownership of voting securities, by contract or otherwise. If an Independent Director resigns, dies or becomes incapacitated, or such position is otherwise vacant, no action requiring the unanimous affirmative vote of the Board of Directors shall be taken until a successor Independent Director is elected and qualified and approved such action. In the event of the death, incapacity, or resignation of an Independent Director, or a vacancy for any other reason, a successor Independent Director shall be appointed by the remaining Directors. The Independent Director, in voting on matters subject to the approval of the Board of Directors, shall at all times take into account the interests of creditors of the Corporation, the Partnership and the Issuer in addition to the interests of the Corporation. The Independent Director shall be permitted to vote on such matters as specified in the Bylaws of the Corporation. No Independent Director may be removed unless his or her successor is appointed.

4. In all other respects, the Articles are confirmed and ratified.

DATED as of the 7th day of July, 1998.

Leon A. Wolfe, Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared LEON J. WOLFE, known to me to be the incorporator of TRG II, INC., and he acknowledged before me that he signed the foregoing for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of July, 1998.

My Commission Expires:


NOTARY PUBLIC
State of Florida at Large

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