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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

REFRIGERATED FACILITY CORP.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REFRIGERATED FACILITY CORP.

④

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TALLAHASSEE, FLORIDA

The undersigned, being the President of the corporation, in accordance with Sections 607.1003 and 607.1006 of the Florida General Corporation Act, certifies that:

1. The name of the corporation is REFRIGERATED FACILITY CORP.
2. The Articles of Incorporation were originally filed on March 3, 1998.
3. By consent dated March 2, 1999, the directors and shareholders unanimously approved the adoption of the amendment to the Articles of Incorporation set forth below. The vote exceeded that required to pass the amendments by the shareholders or the directors. There are no voting groups.
4. Article X is being added to the Articles of Incorporation. The text of the new Article X is as follows:

ARTICLE X
SPECIAL PROVISIONS DURING TERM OF GMAC LOAN

The limited partnership of which the Corporation is the general partner, South Florida Freezer Partners, Ltd. (the "Partnership"), is entering into a loan with GMAC (the "Loan") for permanent financing for its facility. As a condition to making the loan, GMAC has required certain amendments to the Articles of Incorporation of Refrigerated Facility Corp. Therefore, during the term of the Loan, until it is paid in full, the Corporation agrees to the following amendments to its Articles of Incorporation:

1. The purpose of the Corporation shall be limited to acting as a general partner of the Partnership.
2. The Corporation shall not have the power to incur indebtedness except accounts payable in the ordinary course of business.
3. The Corporation shall not initiate or participate in any voluntary dissolution, liquidation, consolidation, merger or sale of all or substantially all of the assets of the

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Corporation or amendment to its Articles of Incorporation as long as the Loan is outstanding.

4. The unanimous consent of the directors shall be required for the following:

- a. to file, or consent to the filing of, a voluntary bankruptcy or insolvency petition or otherwise institute voluntary insolvency proceedings.
- b. to dissolve, liquidate, consolidate, merge or sell all or substantially all of the assets of the Corporation.
- c. to engage in any business activity unrelated to the purposes of the Corporation or those required to accomplish the purposes of the Corporation.
- d. to amend the Articles of Incorporation or vote to amend the Limited Partnership Agreement of the Partnership.

5. The directors of the Corporation shall consider the interests of GMAC in connection with all corporate actions.

6. The Corporation shall observe the following "Separateness Covenants" in which the Corporation and, as applicable, its officers, directors and shareholders agree:

- (i) to maintain books and records separate from any other person or entity;
- (ii) to maintain its account separate from any other person or entity;
- (iii) not to commingle assets with those of any other entity;
- (iv) to conduct its own business in its own name;
- (v) to maintain separate financial statements;
- (vi) to pay its own liabilities out of its own funds;
- (vii) to observe all partnership formalities;
- (viii) to maintain an arms length relationship with its affiliates;
- (ix) to pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- (x) not to 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;
- (xi) not to acquire obligations or securities of its partners;

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- (xii) to allocate fairly and reasonably any overhead for shared office space;
- (xiii) to use separate stationery, invoices and checks;
- (xiv) not to pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (xv) to hold itself out as a separate entity;
- (xvi) to correct any known misunderstanding regarding its separate identity; and
- (xvii) to maintain adequate capital in light of its contemplated business operations.

Except as provided in this amendment, the original provisions of the Articles of Incorporation are in full force and effect. The terms of this amendment shall be void and of no further force and effect upon payment in full of the Loan.

IN WITNESS WHEREOF, the undersigned has executed this amendment this 2 day of ~~March~~ April, 1999.

REFRIGERATED FACILITY CORP.

By: 

John J. Galiher, Jr., President

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