

P98000028429



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 306758 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

99 JUL 15 PM 1:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 14, 1999

ORDER TIME : 5:12 PM

ORDER NO. : 306758-010

CUSTOMER NO: 4728359

CUSTOMER: Ms. Jennifer D. Riddle
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

Checks are for
filing fees +
certification for
all 3 amendments

DOMESTIC AMENDMENT FILING

NAME: FAF GROUP II, INC.

800002932428--4

-07/15/99--01071--018
*****105.00 *****35.00

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

800002932428--4

-07/15/99--01071--018
*****26.25 *****8.75

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

C. COULLIETTE, III 15 JUL 1999
DEPARTMENT
DIVISION OF CL
TALLAHASSEE

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

REC.
99 JUL 15
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4

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FAF GROUP II, INC.**

FILED
JUL 15 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAF GROUP II, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is FAF GROUP II, INC.
2. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article III in its entirety and by substituting, in lieu thereof, the following:

ARTICLE III

General Nature of Business

The Corporation has been formed to serve as the general partner of Kings Courtyard Apartments Associates, Ltd., a Florida limited partnership ("Kings Courtyard").

3. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article VIII in its entirety and by substituting, in lieu thereof, the following:

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto, provided that no such payment may be made by the Corporation so long as any obligation of Kings Courtyard or the Corporation remains due to First Union National Bank.

4. The foregoing amendments shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

5. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of §§ 607.0821, .0704, and .1003, Florida Statutes, all shareholders entitled to vote thereon and all directors having executed a written statement, dated July 12, 1999, manifesting their intentions that the amendment be adopted.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 12 day of July, 1999.

FAF GROUP II, INC.

Joseph G. Lubeck, Manager

By:

The foregoing instrument was acknowledged before me, under oath, this 12 day of July, 1999, by Joseph G. Lubeck, in his capacity as Manager of FAF GROUP II, INC., a Florida corporation, on behalf of the corporation, who produced a Fla. Dr. Lic. as identification, and for the uses and purposes described therein.

Notary Public,

Catherine M. Slaughter

Sign:

Catherine M. Slaughter

Print:

My Commission Expires: 2/20/2000

