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Page 1 of 1

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BASIC AMENDMENT

UNCOM, INC.

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
UNCOM, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, UNCOM, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Existing Article II of the Corporation's Articles of Incorporation is hereby deleted in its entirety and is replaced with the following:

**"ARTICLE II: PURPOSE"**

The Corporation's business and purpose shall consist solely of the following:

- (a) To own a general partnership interest in and act as the general partner of Uncommon, Ltd. (the "Partnership"), which is engaged solely in the ownership, operation and management of the real estate project known as University Commons located in Boca Raton, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Partnership's Limited Partnership Agreement ("Partnership Agreement"); and
- (b) To engage in such other lawful activities permitted to corporations by the corporation laws of the State of Florida as are incidental, necessary or appropriate to the foregoing."

**SECOND:** Existing Article XI of the Corporation's Articles of Incorporation is hereby deleted in its entirety and is replaced with the following:

**"ARTICLE XI. INDEPENDENT DIRECTOR"**

- (a) At all times when the directors of the Corporation shall take, or shall be required to take, any action in such capacity and until such time as all obligations of the Partnership secured by the Property pursuant to the terms of the first lien Mortgage (the "Mortgage") have been paid in full, there shall be at least one Independent Director. "Independent Director" shall mean a director of the Corporation who is not and has not been at any time during the preceding five (5) years: (i) a stockholder, director, officer, employee or partner of the Corporation or any of its affiliates; (ii) a customer, supplier or other person who delivers more than 10% of its purchases or revenues from its activities with the Corporation or any of its affiliates; (iii) a person or other entity controlling or under common control with any such stockholder, partner, customer, supplier or other person; or (iv) a member of the immediate family of any such stockholder, director, officer, employee, partner, customer, supplier or other person. (As used herein, the term

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"Control" means the possession, directly or indirectly, of the power to direct or cause the direction of management, policies or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise.)

- (b) With the consent of the stockholders of the Corporation, which consent the stockholders believe to be in the best interest of the stockholders and the Corporation, no Independent Director shall, with regard to any action to be taken under or in connection with this Article, owe a fiduciary duty or other obligation to the stockholders nor to any successor stockholders (except as may be required by applicable statutory law or other applicable law) and every stockholder, including each successor stockholder, shall consent to the foregoing by virtue of such stockholder's purchase of shares of capital stock of the Corporation, no further act or deed of any stockholder being required to evidence such consent. Instead, such director's fiduciary duty and other obligations with regard to such action under or in connection with this Article shall, to the extent permitted by the applicable statutory law or other applicable law, be owed to the Corporation (including its creditors). In addition, no Independent Director may be removed unless his or her successor has been elected.

- (c) Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, including the Independent Director, do any of the following:

- (i) engage in any business or activity other than those set forth in Article II or cause or allow the Partnership to engage in any business or activity other than as set forth in its Partnership Agreement, as amended;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iii) cause the Partnership to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage and indebtedness permitted therein and normal trade accounts payable in the ordinary course of business;
- (iv) dissolve or liquidate, in whole or in part;
- (v) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnership;
- (vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;

Fax Audit Number: H05000294847 3

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- (vii) cause the Partnership to consolidate or merge with or into any other entity or to convey or transfer or lease the Property and its assets substantially as an entirety to any entity;
- (viii) with respect to the Corporation or the Partnership, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to any reorganization or relief under any applicable federal or state law relating to bankruptcy, or 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 property of the Corporation or the Partnership, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action;
- (ix) amend Articles II, XI, XII or XIII of these Articles of Incorporation of the Corporation or approve an amendment to Section 2.2 or Article 13 of the Partnership Agreement; or
- (x) withdraw as general partner of the Partnership.

So long as any obligations secured by the Mortgage remain outstanding and not paid in full, the Corporation shall have no authority to take any action in items (i) through (vii) and (ix) and (x) above without the written consent of the holder of the Mortgage, unless such actions are otherwise specifically permitted by the Mortgage and other documents executed in connection therewith."

**THIRD:** Existing Article XII of the Corporation's Articles of Incorporation is hereby deleted in its entirety and is replaced with the following:

**"ARTICLE XII. SEPARATENESS/OPERATIONS MATTERS**

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its bank accounts and all its other assets separate from those of any other person or entity;
- (c) hold regular Board of Directors and stockholder meetings, as appropriate, to conduct the business of the Board of Directors, and observe all other Board of Directors formalities;

Fax Audit Number: H05000294847 3

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- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and enter into transactions with affiliates on a commercially reasonable basis;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) pay its own liabilities and expenses only out of its own funds;
- (l) pay salaries of its own employees from its own funds;
- (m) maintain sufficient number of employees in light of its contemplated business operations;
- (n) not hold out its credit as being available to satisfy the obligations of any other person or entity;
- (o) not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
- (p) not make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment grade securities);
- (q) not pledge its assets for the benefit of any other person or entity other than the holder of the Mortgage;
- (r) correct any known misunderstanding regarding its separate identity;
- (s) not identify itself as a division of any other person or entity; and
- (t) maintain adequate capital in light of its contemplated business operations."

Fax Audit Number: HO5000294847 3

Fax Audit Number: B05000294847 3

**FOURTH:** Existing Article XIII of the Corporation's Articles of Incorporation is hereby deleted in its entirety and is replaced with the following:

**"ARTICLE XIII. TRANSFER OF OWNERSHIP INTERESTS IN CORPORATION**

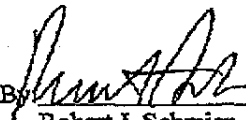
No transfer of any direct or indirect ownership interest in the Corporation such that the transferee owns more than a 49% interest in the Corporation (or such other interest as specified in the Mortgage or by a rating agency) may be made unless such transfer is conditioned upon the delivery of an acceptable non-consolidation opinion to the holder of the Mortgage and to any applicable rating agency concerning, as applicable, the Corporation, the new transferee and/or their respective customers."

**FIFTH:** The foregoing amendments were adopted on December 30, 2005.

**SIXTH:** The foregoing amendments were approved by a majority of the stockholders of the Corporation. The number of votes cast for the amendments were sufficient for approval. There were no voting groups entitled to vote separately on the amendments.

IN WITNESS WHEREOF, UNCOM, INC., a Florida corporation, has caused these Articles of Amendment to be signed by its President this 30<sup>th</sup> day of December, 2005.

UNCOM, INC., a Florida corporation

By   
Robert J. Schmier, President

180377

Fax Audit Number: B05000294847 3