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February 6, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):  
Breckenridge VIII Investment Corp.

*Amend*

**Filing Evidence**

- ☐ Plain/Confirmation Copy  
☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy  
☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status  
☐ Certificate of Good Standing  
☐ Articles Only  
☐ All Charter Documents to Include Articles & Amendments  
☐ Fictitious Name Certificate

- ☐ Other 800003654698--6  
-02/06/01--01097--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

FILED  
01 FEB -6 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 FEB -6 PM 1:54  
DEPUTY SECRETARY  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*AR*  
2/6/01

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
BRECKENRIDGE VIII INVESTMENT CORP.

FILED  
01 FEB -6 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1006 of the Florida General Corporation Law

I, Roland Rothpletz, President of Breckenridge VIII Investment Corp., a Florida corporation, do hereby certify as follows:

FIRST: That the Directors and Stockholders of the Corporation have approved an amendment to its Articles of Incorporation, as hereinafter set forth, and proposed such amendment to the Stockholders of the Corporation for their approval at a Special Meeting on February 2, 2001.

SECOND: That the following is a true and correct copy of Articles II, VIII and IX of the Certificate of Incorporation, as directed to be amended and/or added and as approved and adopted by the Stockholders at the aforesaid meeting, to read as follows. Existing Article II is hereby deleted and in lieu thereof the following is inserted::

"ARTICLE II: PURPOSE

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

(i) The acquisition, ownership, operation and management of the real estate project known as Breckenridge VIII located in Tampa, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and

(ii) to engage in such other lawful activities permitted to corporations by the General Corporation Law of the State of Florida as are incidental, necessary or appropriate to the foregoing.

ARTICLE VIII: LIMITATION ON AUTHORITY

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, and so long as any obligations secured by the Property pursuant to the first lien mortgage (the "Mortgage") remain outstanding and not paid in full, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(i) engage in any business or activity other than those set forth in Article One;

(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) dissolve or liquidate, in whole or in part;

(iv) 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;

(v) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Corporation, or file a petition seeking or consenting to 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 a substantial part of the property of the Corporation, 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; or

(vi) amended Articles II, VIII or IX of these Articles of Incorporation.

So long as any obligation secured by the Mortgage remains outstanding and not paid in full, the Corporation shall have no authority to take any action in items (I) through (iv) and (vi) above without the written consent of the holder of the Mortgage.

#### ARTICLE IX: SEPARATENESS/OPERATIONS MATTERS

The Corporation shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Board of Director and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;
- (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 arms'-length basis and pursuant to enforceable agreements;
- (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; and
- (j) not assume, guarantee or pay the debts or obligations of any other person."

THIRD: That such amendment has been duly adopted in accordance with the provisions of Sections 607.1003 of the Florida Statutes.

IN WITNESS WHEREOF, I, ROLAND ROTHPLETZ, President of BRECKENRIDGE VIII INVESTMENT CORP., have signed this Certificate on behalf of the Corporation this \_\_\_\_\_ day of February, 2001.

(Corporate Seal)

  
\_\_\_\_\_  
ROLAND ROTHPLETZ