

V31368

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BASIC AMENDMENT

CORAL SPRINGS SURGICAL CENTER BUILDING, INC.

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SECRETARY OF STATE
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CORAL SPRINGS SURGICAL CENTER BUILDING, INC.**

(Document No. V31368)

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

FIRST: Article II of the Corporation's Articles of Incorporation has been amended to read as follows:

"ARTICLE II

The purpose of the Corporation shall be limited to owning, operating, managing and leasing the property commonly known as the Coral Springs Surgical Center Building (the "Property") and activities incidental thereto. The Corporation shall be prohibited from incurring indebtedness of any kind except for the mortgage loan and other indebtedness (the "Indebtedness") incurred in favor of Bear, Stearns Funding, Inc. and its successors and assigns with respect to the Indebtedness ("Lender") and trade payables incurred in the ordinary course of business."

SECOND: New Article XIII has been added to the Corporation's Articles of Incorporation to read as follows:

"ARTICLE XIII

The following provisions regulate the internal affairs of the Corporation:

1. A unanimous vote of the Board of Directors, is required to take any of the following actions:
 - (a) causing the Corporation to become insolvent;
 - (b) commencing any case, proceeding or other action on behalf of the Corporation under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
 - (c) instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent;
 - (d) consenting to the institution of bankruptcy or insolvency proceedings against the Corporation;

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- (e) filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy;
 - (f) seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation;
 - (g) making any assignment for the benefit of the Corporation's creditor; or
 - (h) taking any action or causing the Corporation to take any action in furtherance of any of the foregoing.
2. For so long as the Indebtedness is outstanding, the Corporation shall not:
- (a) amend its Articles of Incorporation;
 - (b) engage in any business activity other than set forth in Article II; or
 - (c) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Corporation's assets.
3. The Corporation shall:
- (a) not commingle its assets with those of any other entity and hold its assets in its own name;
 - (b) conduct its own business in its own name;
 - (c) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
 - (d) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
 - (e) pay its own liabilities out of its own funds;
 - (f) maintain adequate capital in light of contemplated business operations;
 - (g) observe all corporate or other organizational formalities;
 - (h) maintain an arm's length relationship with its affiliates;
 - (i) pay the salaries of its own employee and maintain a sufficient number of employees in light of contemplated business operations;
 - (j) not 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;
 - (k) not acquire obligations or securities of affiliates or shareholders;
 - (l) not make loans to any other person or entity;

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- (m) allocate fairly and reasonably any overhead for shared office space;
- (n) use separate stationery, invoices, and checks;
- (o) not pledge its assets for the benefit of any other entity;
- (p) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) not identify itself or any of its affiliates as a division or part of the other.

4. The Board of Directors is to consider the interests of the Corporation's creditors in connection with all corporate actions."

THIRD: The foregoing amendments were adopted on September 28, 1999.

FOURTH: 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, CORAL SPRINGS SURGICAL CENTER BUILDING, INC., a Florida corporation, has caused these Articles of Amendment to be signed by its President this 28th day of September, 1999.

CORAL SPRINGS SURGICAL CENTER
BUILDING, INC., a Florida corporation

By: 

Jeffrey I. Sherrin, President

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