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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

FILED

AUG 03 2004

By WP 323720

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is EHI Gano Holdings, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on July 30, 2004, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

[See Attached Sheet]

3. The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

<u>Class</u>	<u>Number of Shares</u>
<u>None</u>	

EHIGANO HOLDINGS, INC.

Attachments to Articles of Amendment to the Articles of Incorporation

THIRD. Notwithstanding any provision hereof to the contrary, the following shall govern: The purpose or purposes for which the Corporation is organized is:

The nature of the business and of the purposes to be conducted and promoted by the Corporation is to engage solely in the activity of acting as the outside member of Gano Holdings, LLC, a Rhode Island limited liability company (the "Limited Liability Company") whose purpose is to own a certain parcel of real property, together with all improvements located thereon, in the City of Providence, State of Rhode Island (the "Property") and own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property. The Corporation shall exercise all powers enumerated in the General Corporation Law of the State of Rhode Island necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein."

SIXTH. Notwithstanding any provision hereof to the contrary, the following shall govern: Provisions (if any) for the regulation of the internal affairs of the Corporation:

1. Certain Prohibited Activities. Other than the obligations owed by the Limited Liability Company pursuant to that certain Defeasance Assignment, Assumption and Release Agreement among the Limited Liability Company, N 97 D4 Master Defeasance-A, LLC, LaSalle Bank National Association, GMAC Commercial Mortgage Corporation and Wells Fargo Bank, National Association dated as of July 15, 2004 and the related documents thereto (the "Defeasance Documents"), the Corporation shall only incur or cause the Limited Liability Company to incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the Corporation shall not and shall not cause the Limited Liability Company to incur, assume, or guaranty any other indebtedness in addition to the indebtedness pursuant to the Defeasance Documents. The Corporation shall not and shall not cause the Limited Liability Company to consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Corporation or Limited Liability Company) formed or surviving such consolidation or merger or that acquired by conveyance or transfer of the properties and assets of the Corporation or Limited Liability Company substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Sixth Section Paragraphs 1 and 3, and (c) shall expressly assume the due and punctual performance of the Corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by the Corporation or the Limited Liability Company and be continuing. For so long as a mortgage lien exists on the Property, the Corporation shall not voluntarily commence a case with respect to itself or cause the Limited Liability Company to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute

5. The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was 0

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

<u>Class</u>	<u>For</u>	<u>Against</u>
100 Common	100	0

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon filing
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: July 30, 2004

EHG Gano Holdings, Inc.

Print Corporate Name

By

☒ President or ☐ Vice President (check one)
Elizabeth Procaccianti

By

☒ Secretary or ☐ Assistant Secretary (check one)
Elizabeth Procaccianti

STATE OF Rhode Island
COUNTY OF Providence

In Cranston, on this 30th day of July, 2004, personally appeared before me Elizabeth Procaccianti who, being by me first duly sworn, declared that he/she is the President and Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public John M. Bello

My Commission Expires: 2/13/06

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without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on the Property, without first obtaining approval of the mortgagees holding first mortgages on the Property (i) no material amendment to these Articles of Incorporation or to the Corporation's By-Laws nor to the Articles of Organization of the Limited Liability Company may be made without first obtaining approval of the mortgagees holding first mortgages on the Property and (ii) in the event the life of the Limited Liability Company is not continued, the Corporation shall not cause the Limited Liability Company to liquidate the Property.

2. Indemnification. Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Limited Liability Company or the Property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.
3. Separateness Covenants. Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in the Articles of Incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:
 1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
 2. It shall maintain separate corporate records and books of account from those of its parent and any affiliate.
 3. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.
 4. It shall not commingle assets with those of its parent and any affiliate.
 5. It shall conduct its own business in its own name.
 6. It shall maintain financial statements separate from its parent and any affiliate.
 7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

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8. It shall maintain an arm's length relationship with its parent and any affiliate.

9. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.

10. It shall use stationery, invoices and checks separate from its parent and any affiliate.

11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

12. It shall hold itself out as an entity separate from its parent and any affiliate."

For purpose of this Paragraph 3, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from the Corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

4. Voting. Notwithstanding any provision hereof to the contrary, the following shall govern: When voting on matters concerning the Limited Liability Company, notwithstanding that the Limited Liability Company is not then insolvent, the Corporation shall take into account the interest of the Limited Liability Company's creditors, as well as those of its members.