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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 702021 5165425

AUTHORIZATION :

COST LIMIT : \$ 55.00

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ORDER DATE : November 11, 2005

ORDER TIME : 11:02 AM

ORDER NO. : 702021-005

CUSTOMER NO: 5165425

DOMESTIC AMENDMENT FILING

NAME: KONOVER HOLDINGS IV,
LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
KONOVER HOLDINGS IV, LLC**

The undersigned Konover Holdings IV, LLC (the "Company"), a limited liability company formed under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, in order to amend and restate its Articles of Organization, hereby certifies as follows:

FIRST: The Company filed its Articles of Organization with the Florida Secretary of State on March 22, 2005.

SECOND: The following amendment to the Articles of Organization were adopted by the Company:

The Articles of Organization of the Company are amended and restated to read in their entirety as set forth in Exhibit A attached hereto, which Amended and Restated Articles of Organization include a change of the Company's name to **Konover Holdings South, LLC**.

Dated: November 10, 2005

KONOVER HOLDINGS IV, LLC

By: 
Simon Konover
Its: Manager

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
KONOVER HOLDINGS SOUTH, LLC**

ARTICLE I

NAME

The name of the limited liability company (the "Company") is **KONOVER HOLDINGS SOUTH, LLC**.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company is: 7000 West Palmetto Park Road, Suite 203, Boca Raton, Florida 33433.

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 1201 Hays Street, Tallahassee, Florida 32301-2525 as the street address of the registered office of the Company and names Corporation Service Company as the Company's registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The business and affairs of the Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. The name and current address of the initial Manager of the Company is Simon Konover, 7000 West Palmetto Park Road, Suite 203, Boca Raton, Florida 33433.

ARTICLE V

PURPOSE

The nature of the business and of the purposes to be conducted and promoted by the Company is to transact any lawful business for which a limited liability company may be organized under the Limited Liability Company Act of Florida.

ARTICLE VI

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any Person (as hereinafter defined) who was or is a party to any proceeding by reason of the fact that such Person is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if such Person acted in good faith and in a manner such Person reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe such Person's conduct was unlawful. The Company shall reimburse each Person for all costs and expenses, including attorneys' fees, reasonably incurred by such Person in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company. "Person" shall mean and include an individual, corporation, partnership, association, limited liability company, trust, estate, or other entity.