

LD8000075263

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

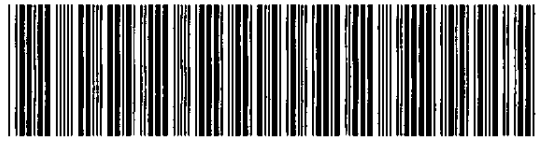
(Business Entity Name)

(Document Number)

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2008 NOV -6 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

C. LEWIS
Nov. 7, 08
EXAMINER

LAW OFFICES
ALLEY, MAASS, ROGERS & LINDSAY, P.A.

518 SW 3RD STREET, SUITE 101

CAROL S. WAXLER

CWAXLER@AMRL.COM

STUART, FL 34994-2026

(772) 287-4404

FACSIMILE (772) 287-4044

PALM BEACH OFFICES:

340 ROYAL POINCIANA WAY
SUITE 321

P.O. BOX 431

PALM BEACH, FL 33480

TEL: 561-659-1770

FAX: 561-833-2261

October 23, 2008

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

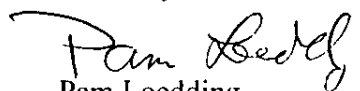
Re: Sanlorenzo of the Americas, LLC

Dear Sir or Madam:

Enclosed please find check number 1508 in the amount of \$25 representing the filing fee for the enclosed Initial Written Action of the Managing Member for the above referenced company. I am also enclosing a cover sheet for the document.

If you have any questions in this regard, please do not hesitate to contact this office.
Thank you.

Sincerely,



Pam Loedding,
Legal Assistant

/pal
enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SANLORENZO OF THE AMERICAS, LLC
(Name of Limited Liability Company)

The enclosed Initial Written Action of Managing Member is submitted for filing.

Please return all correspondence concerning this matter to:

George Jousma
(Contact Person)

SANLORENZO OF THE AMERICAS, LLC
(Firm/Company)

1515 SE 17th Street, Suite 125
(Address)

Fort Lauderdale, FL 33316
(City/State and Zip Code)

For further information concerning this matter, please call:

George Jousma at (954) 376-4794
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed please find a check made payable to the Florida Department of State for:

\$25 Filing Fee

\$55 Filing Fee &
Certified Copy

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 27, 2008

GEORGE JOUSMA
SANLORENZO OF THE AMERICAS, LLC
1515 SE 17TH ST., STE. 125
FT. LAUDERDALE, FL 33316

SUBJECT: SANLORENZO OF THE AMERICAS, LLC
Ref. Number: L08000075263

We have received your document for SANLORENZO OF THE AMERICAS, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 408A00055129

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Sanlorenzo of The Americas, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

George Jousma
(Name of Person)

Sanlorenzo of The Americas, LLC
(Firm/Company)

1515 SE 17th street, Suite 126
(Address)

Fort Lauderdale, FL 33316
(City/State and Zip Code)

For further information concerning this matter, please call:

Frances Brown at (954) 607-1374
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

FILED
2008 NOV -6 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sanlorenzo of The Americas LLC
(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on August 5, 2008 and assigned Florida document number L08000075263.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

1515 SE 17th street
Suite 125
Fort Lauderdale, Florida 33316

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

(Enter Florida street address)

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

(If Changing Registered Agent, Signature of New Registered Agent)

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
chairman	Massimo Perotti	1515 SE 17 th street Suite 125 Fort Lauderdale, FL 33316	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
mgrm	George Jousma	1515 SE 17 th street Suite 125 Fort Lauderdale, FL 33316	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
v.p.	Randolph Coleman	1515 SE 17 th street Suite 125 Fort Lauderdale, FL 33316	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

Dated November 4th, 2008

Signature of a member or authorized representative of a member
George Jousma
Typed or printed name of signee

2009 NOV - 6 PM 4: 19
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

2008 NOV -6 PM 4: 19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INITIAL WRITTEN ACTION OF THE MANAGING MEMBER

OF

**SANLORENZO OF THE AMERICAS, LLC
(a Florida Limited Liability Company)**

The undersigned, Carol S. Waxler, being the initial Managing Member of SANLORENZO OF THE AMERICAS, LLC, a Florida limited liability company (the "Company"), hereby takes the following written actions effective as of August 5, 2008, in lieu of holding a meeting regarding same:

1. Articles of Organization: The Company's Articles of Organization were electronically filed in the office of the Secretary of the State of Florida on August 6, 2008 and a copy of the filing was returned to Carol S. Waxler, Esq., at the offices of Alley, Maass, Rogers & Lindsay P.A., 518 SW 3rd Street, Suite 101, Stuart, Florida 34994.

2. Ownership: It is noted that consideration of \$990.00 has been received from Massimo Perotti and that an appropriate membership certificate shall be issued in favor of him as soon as possible to reflect that he owns 99 authorized membership units in the Company (i.e., 99% of the issued units) and that consideration of \$10.00 has been received from George Jousma and that an appropriate membership certificate shall be issued in favor of him as soon as possible to reflect that he owns 1 authorized membership units in the Company (i.e., 1% of the issued units).

3. Operating Agreement: Resolved, that the Operating Agreement, a draft of which is attached hereto, has been duly reviewed in its entirety and it is adopted as the official Operating Agreement of the Company.

4. Management: Resolved, that the Managing Members of the Company are Massimo Perotti and George Jousma and they may also be referred to as "Manager" of the Company and George Jousma is appointed to serve as President of the Company.

It is further resolved that the resignation of the initial Managing Member, Carol S. Waxler, is accepted and effective immediately after her execution of this Written Resolution.

5. Registered Agent: Resolved, that the registered office and registered agent of the Company, initially fixed by the terms of the Company's Articles of Organization as Carol S. Waxler, Esq., 518 SW 3rd Street, Suite 101, Stuart, Florida 34994, shall be changed to George Jousma as registered agent, with the registered office at 1515 SE 17th Street, Suite 125, Fort Lauderdale, Florida 33316.

6. Indemnification: Resolved, that the Company shall indemnify any and all of its Managing Members or former Managing Members and its officers or former officers against expenses actually and necessarily incurred by it or them in connection with the defense or settlement of any action, suit or proceeding brought or threatened in which it or they, or any of them, are or might be made parties, or a party, by reason of being or having been Managing Members or officers of the Company, except in relation to matters as to which any such Managing Member or officers

shall be adjudged in any such action to be liable for intentional or negligent misconduct in the performance of duty.

7. Company Organizer: Resolved, that the Company ratifies the actions taken by Carol S. Waxler, Esq. and Alley Maass Rogers & Lindsay P.A. in organizing the Company and shall indemnify Carol Waxler, Esq. and Alley, Maass, Rogers & Lindsay, P.A., against expenses in connection with the defense of settlement of any action, suit or proceeding brought or threatened in which they are, or might be made parties by reason of said actions.

Dated effective August 5, 2008.



Carol S. Waxler, Managing Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED