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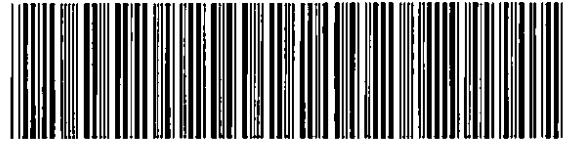
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

BDL WINNERS CIRCLE, LLC

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: BA _____
Name _____ Date 7/5/18 Time _____
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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
BDL WINNERS CIRCLE, LLC**

SECTION 1 INTRODUCTION AND PRELIMINARY STATEMENTS

The undersigned Organizer desires to form a limited liability company under the Laws of the State of Florida by delivering these Articles of Organization in duplicate to the Department of State of the State of Florida, in accordance with the Florida Revised Limited Liability Company Act (the *Act*). These Amended and Restated Articles of Organization have been approved by the Members and the Manager of the Company in accordance with Florida Statutes section 605.0202 (2018).

SECTION 2 NAME OF THE COMPANY

The name of the limited liability company is BDL Winners Circle, LLC, a Florida limited liability company (*Company*).

SECTION 3 DURATION

The Company will perpetually exist from the filing date of these Articles of Organization with the Department of State of the State of Florida, unless dissolved according to law.

SECTION 4 COMPANY'S PURPOSE

The Company's purpose is to engage in any lawful act or activity for which limited liability companies may be formed under the Act and all activities necessary or incidental to that purpose. The Company has all the powers necessary or convenient to carry out its purposes, including the powers granted by the Act.

SECTION 5 COMPANY'S PRINCIPAL OFFICE AND LOCATION OF RECORDS

The street address of the principal office in the United States where the Company maintains its records is 4215 S. Florida Avenue, Lakeland, FL 33813.

SECTION 6 REGISTERED AGENT AND REGISTERED OFFICE

The Company's Registered Agent and registered office is located at William D. Alcock, 4215 S. Florida Avenue, Lakeland, FL 33813.

SECTION 7 MANAGER

The name and address of the Manager is:

William D. Alcock, 4215 S. Florida Avenue, Lakeland, FL 33813

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SECTION 8 MEMBERS

The name and address of the Members are:

William D. Alcock, 4215 S. Florida Avenue, Lakeland, FL 33813

ExDen Enterprises, LLC, 141 Fernery Road, #E4, Lakeland, FL 33809

SECTION 9 CONTRIBUTIONS

The total amount of cash and the description and agreed value of noncash property contributed to the Company is as provided in the Operating Agreement of the Company.

SECTION 10 ADDITIONAL CONTRIBUTIONS

The Operating Agreement specifies the times and amounts of additional contributions to the Company.

SECTION 11 ADDITIONAL MEMBERS

The Company has the right to admit additional Members to the Company under the terms and conditions of the Company's Operating Agreement. Any Member who is later admitted as a Member of the Company will have all of the rights and obligations of an original Member under the Operating Agreement. Any transferee of a Member's Interest in the Company must be treated as an Assignee until that transferee is admitted as an Additional or Substitute Member, if ever, under the Operating Agreement.

SECTION 12 BUSINESS CONTINUATION

If a Member's membership in the Company is terminated by an event, the remaining Members of the Company have the right to continue the Company's business under the terms of the Operating Agreement. A terminating event may include the Member's death, disability, retirement, resignation, withdrawal, expulsion, or bankruptcy. If the remaining Members fail to continue the Company's business according to the terms of the Operating Agreement, the Company must be dissolved and liquidated under the Act and the Operating Agreement.

SECTION 13 OPERATING AGREEMENT AND AUTHORITY

To the extent not expressly required by and provided for in the Act, the manner in which the Company conducts its business and affairs, the duties and authority of its Members and Managers, and the rights and obligations of its Members and Managers must be set forth in the Operating Agreement adopted by the initial Members and Managers of the Company. This Operating Agreement may be amended from time to time according to its provisions.

SECTION 14 MANAGEMENT

Management of the Company is vested in one or more Managers. The Managers have exclusive authority to act for the Company in all matters. The authorities and duties of the Managers are set forth in the Operating Agreement.


SECTION 15 INDEMNIFICATION AND LIABILITY

As determined by the Managers of the Company, the Company may indemnify and advance expenses to a Member, Manager, employee, or agent of the Company in connection with any proceeding, to the extent permitted by applicable laws and statutes, the Act, and the Company's Operating Agreement.

SECTION 16 TRANSFERABILITY OF INTEREST

Interest in the Company is nontransferable except as specifically set forth in the Company's Operating Agreement.

Signed on: June 20, 2018.


William D. Alcock, Manager

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