

L12000050064

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

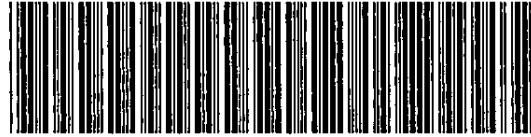
(Document Number)

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13 FEB -4 PM 5:17
SECRETARY OF STATE
TAMM HALL, 300 N. 3RD ST.
ANN ARBOR, MI 48106

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: TB Portfolio 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:

Howard Conner

Name of Person

Firm/Company

3829 Brampton Island Ct N

Address

Jacksonville FL 32224

City/State and Zip Code

hdconner@comcast.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Howard Conner

Name of Person

at (**904**) **699-4624**

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

13 FEB -4 PM 5:17

TB Portfolio LLC

(Name of the Limited Liability Company as it now appears on our records)
(A Florida Limited Liability Company)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Articles of Organization for this Limited Liability Company were filed on 04-11-12 and assigned
Florida document number L12000050064

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:

3829 Brampton Island Ct N

(Principal office address MUST BE A STREET ADDRESS)

Jacksonville FL 32224

Enter new mailing address, if applicable:

3829 Brampton Island Ct N

(Mailing address MAY BE A POST OFFICE BOX)

Jacksonville FL 32224

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:

Howard Conner

New Registered Office Address:

3829 Brampton Island Ct N

Enter Florida street address

Jacksonville

Florida 32224

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.

Howard Conner
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>
MGRM	Oasis Financial Enterprises LLC	3829 Brampton Island Ct N	<input type="checkbox"/> Add
		Jacksonville FL 32224	<input checked="" type="checkbox"/> Remove
MGRM	QIK MME Holdings LLC	3829 Brampton Island Ct N	<input checked="" type="checkbox"/> Add
		Jacksonville FL 32224	<input type="checkbox"/> Remove
MGRM	TB Castles LLC	15925 Dover Cliffe Dr	<input type="checkbox"/> Add
		Lutz FL 33548	<input checked="" type="checkbox"/> Remove
MGR	TB Castles LLC	15925 Dover Cliffe Dr	<input checked="" type="checkbox"/> Add
		Lutz FL 33548	<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.)*

See attached Resolution

See attached Proxies

Dated February 1, 2013.

Howard Conner

Signature of a member or authorized representative of a member

Howard Conner HOWARD CONNER

Typed or printed name of signee

Page 3 of 3

Filing Fee: \$25.00

**TB PORTFOLIO GROUP, LLC
RESOLUTION**

Effective February 1, 2013

The undersigned, as Managing Member of TB PORTFOLIO GROUP, LLC, a Florida Limited Liability Company (the "Company") does hereby adopt the following resolution to the same extent as if adopted at an annual meeting of Members duly called and held on the date set forth above:

Based on the following findings, namely;


- (1) That William Ballinger, while acting as managing member of TB CASTLES, LLC has failed to account for rents collected or monies expended, while serving as operational managing member of TB PORTFOLIO GROUP, LLC, to the remaining members of that group's
- (2) That William Ballinger, while acting as managing member of TB CASTLES, LLC, transferred properties belonging to TB PORTFOLIO GROUP, LLC without permission of all parties of the JOINT VENTURE AGREEMENT.
- (3) That William Ballinger, while acting as managing member of TB CASTLES, LLC, fraudulently transferred property out of TB PORTFOLIO GROUP, LLC.

and therefore

BE IT RESOLVED, that William Ballinger, Philip Taylor and T.B. CASTLES, LLC are removed as operational managing member of TB PORTFOLIO GROUP, LLC, effective immediately,

BE IT FURTHER RESOLVED, that effective February 1, 2013, that neither William Ballinger, Philip Taylor, or any agent of T.B. CASTLES, LLC is qualified to collect rents and all are hereby required to remit all rents previously collected for any parcel that was under the legal title or control of TB PORTFOLIO GROUP, LLC.

IN WITNESS WHEREOF, the undersigned has executed this consent with the intention to be effective as of the date first written above.


Howard Conner, as Managing Member QIK MME Holdings, LLC
(formally doing business in the name of Oasis Financial Enterprises)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me this February ^{1st} 2013, Howard Conner, who is personally known to me and who did take oath.



JAYNE E. O'BRIEN
NOTARY PUBLIC JAYNE E. O'BRIEN
STATE OF FLORIDA, Notary Public
Comm# EE188925 My Commission expires: February 13, 2016
Expires 2/13/2016

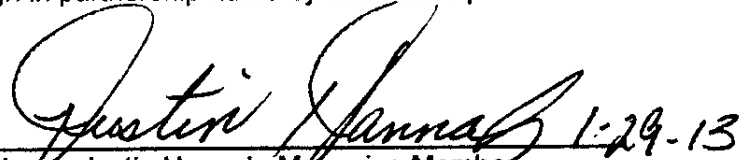
PROXY

This proxy is solicited on behalf of the Board of Directors.

The undersigned hereby appoints HOWARD D. CONNER as the Proxy of the undersigned, with power of substitution, to vote as designated below all of the member's interest held of record by the undersigned on February 1 2013, at the special meeting of the shareholders of TB Oasis Group, LLC , TB Portfolio, LLC and TB Assets, LLC to be held on February 1 2013, at GALLO FARREN LAW, P.A., 1530 Bloomingdale Avenue, Valrico, Florida 33596, and any adjournments of the meeting.

1. All issues listed in the January 4 & 15, 2013 letters from Thomas J. Gallo to William Ballinger &/or his attorney and all issues listed in the email from Howard Conner to William Ballinger dated January 9, 2013 relating to the operation of TB Oasis Group, LLC, TB Portfolio, LLC and TB Assets, LLC.
2. In his discretion, the Proxy is authorized to vote on such other business as may properly come before the meeting.

This Proxy, when properly executed, will be voted in the manner directed in this Proxy by the undersigned shareholder. Please sign exactly as name appears below. When shares are held by joint tenants, both should sign. When signing as an attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.



Name: Justin Hannah, Managing Member
QIK MME Holdings, LLC (formally Oasis Financial
Enterprises, LLC)

Signature, if held jointly

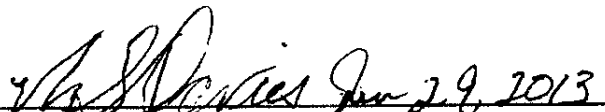
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1. All issues listed in the January 4 & 15, 2013 letters from Thomas J. Gallo to William Ballinger and/or his attorney and all issues listed in the email from Howard Conner to William Ballinger dated January 9, 2013 relating to the operation of TB Oasis Group, LLC, TB Portfolio, LLC and TB Assets, LLC.
2. In his discretion, the Proxy is authorized to vote on such other business as may properly come before the meeting.

This Proxy, when properly executed, will be voted in the manner directed in this Proxy by the undersigned shareholder. Please sign exactly as name appears below. When shares are held by joint tenants, both should sign. When signing as an attorney, executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.


Name: Mike Davies, Investor in:
QIK MME Holdings, LLC (formally Oasis Financial
Enterprises, LLC)

Signature, if held jointly