

L13000134028

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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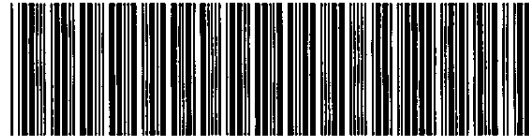
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

T. Bursh OCT 28 2014

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: RIVIERA BEACH EVENT CENTER, 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:

**J. MICHAEL HAYGOOD**

\_\_\_\_\_  
Name of Person

**J. MICHAEL HAYGOOD, PA**

\_\_\_\_\_  
Firm/Company

**701 NORTHPOINT PARKWAY, SUITE 209**

\_\_\_\_\_  
Address

**WEST PALM BEACH, FLORIDA 33407**

\_\_\_\_\_  
City/State and Zip Code

**mhaygood@haygoodlaw.com**

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

For further information concerning this matter, please call:

**J. Michael Haygood**

at ( **561** ) **684-8311**

\_\_\_\_\_  
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**

**RIVIERA BEACH EVENT CENTER, 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 September 23, 2013 and assigned Florida document number L13000134028.

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)**

**Enter new mailing address, if applicable:**

**(Mailing address MAY BE A POST OFFICE BOX)**

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**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 605, 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 Authorized Member on our records, enter the title, name, and address of each Manager or Authorized Member being added or removed from our records:

MGR = Manager

AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
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_____	_____	_____	<input type="checkbox"/> Remove

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

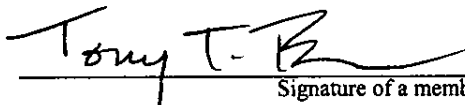
See Exhibit "A" attached hereto

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

E. Effective date, if other than the date of filing: \_\_\_\_\_ (optional)

(The effective date must be specific, cannot be prior to date of receipt or filed date and cannot be more than 90 days after the date this document is filed by the Florida Department of State)

Dated October 23, 2014



Signature of a member or authorized representative of a member

Tony T. Brown, President, Riviera Beach CDE, Inc., Member

Typed or printed name of signee

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EXHIBIT "A"

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION OF RIVIERA BEACH EVENT CENTER, LLC

The Articles of Organization of Riviera Beach Event Center, LLC ("Company") is hereby as follows:

A. A new Article VIII is added to read as follows:

Any member of the Company must be must be an organization recognized by the Internal Revenue Service as an exempt organization under Section 501 (c)(3) of the Code or be a wholly owned instrumentality of a state or political subdivision thereof ("Governmental Unit or Instrumentalities").

B. A new Article IX is added to read as follows:

9.1 No member may sell, transfer, pledge or hypothecate in any manner his, her or its ownership interest in the Company, except for a transfer at no consideration to either an existing member or to an entity qualified as an exempt organization under Section 501(c)(3) of the Code or a Governmental Unit or Instrumentalities.

9.2 In the event that a member is determined by the Internal Revenue Service or a court to no longer be qualified to be recognized as an exempt organization under section 501(c)(3) of the Code, such member shall immediately lose the ability to exercise its rights and privileges as a member, the Company shall not distribute any assets or income of the Company to such member, and the Company shall find a transferee member to succeed to such membership interest. In the event the Company is unable to find a transferee member within a reasonable time not to exceed 90 days from the date it received notice that the member lost its exempt organization status, the membership interest of such member may be terminated by the Company; provided, however, if such member is then the sole member of the Company, such interest may not be terminated without substituting therefor a transferee member.

C. A new Article X is added to read as follows:

10.1 The Company may not sell, transfer or otherwise dispose of any interest in the Company or any assets of the Company to any person who is not a Member of the company, a governmental unit or a non-member which is recognized as an exempt organization under section 501(c)(3) of the Code unless such sale, transfer or other disposition is for fair market value. Notwithstanding the foregoing, this limitation shall not prohibit or diminish the ability of the Company to grant a

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mortgage or similar lien on its property as security for a loan or other debt instrument.

10.2 The Company shall adopt and maintain a plan of dissolution so that, at any time upon the dissolution of the Company, the assets of the Company shall be distributed to its Member or Members, or to the City of Riviera Beach.

D. A new Article XI is added to read as follows:

11.1 The Articles of Organization may not be amended in any manner, which is not consistent with the organizational documents of an exempt organization operating under section 501(c)(3) of the Code.

11.2 The Company may not merge with or into another entity or organization that itself is not an exempt organization operating under section 501(c)(3) of the Code, and the Company shall not change or amend its Articles of Organization or Operating Agreement to convert the Company into a for profit organization.

E. A new Article XXII is added to read as follows:

The Member and any future member reserve the right to expeditiously and vigorously enforce all of the rights of a member in the Company and pursue all legal and equitable remedies to protect a member's interest in the Company.

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