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Division of Corporations

JONATHAN JAMES DAMONTE

No. 4187 P. 1 Page 1 of 1

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H09000070264 3

**THIRD AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF**

OAK BEND PARK, L.L.C.
a Florida limited-liability company

The undersigned, pursuant to §608.411, Fla. Stat., has duly executed and hereby files the following Third Amended and Restated Articles of Organization of **OAK BEND PARK, L.L.C.** (the "Company") formed on July 19, 2000, amending and restating the Articles of Organization of the Company as follows:

ARTICLE I - NAME

The name of the company is:
The street address of the principal office of the Company is:

OAK BEND PARK, L.L.C.
12717 W. Sunrise Blvd.
Sunrise, FL 33323

ARTICLE II - TERM

Unless earlier dissolved in accordance with the laws of the State of Florida, the Company shall have perpetual existence.

ARTICLE III - RESIDENT AGENT AND REGISTERED OFFICE

The name of the resident agent and address of the registered office where process may be served in the State of Florida is:

Jonathan James Damonte, Chartered
12110 Seminole Blvd.
Largo, FL 33778

The Company may, from time to time, in the manner provided by the laws of the State of Florida, change the registered agent and the registered office within the State of Florida.

ARTICLE IV - PURPOSE

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the nature of the business and of the purposes to be conducted and promoted by the Company, is solely to acquire, and operate and dispose of that certain parcel of real property, together with all improvements located thereon, situated in the County of Pasco, State of Florida, commonly known as **Oak Bend Mobile Home Park, 14818 Shark St., Hudson, FL 34667**, legally described in the attached Exhibit "A" (the "**Property**"). So long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to **KeyBank National Association** (its successors and/or assigns, collectively, "**Lender**"), except upon the express prior written consent of the Lender: (i) the foregoing statement of purpose shall not be amended; and (ii) the Company shall not hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real property other than the Property, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property.

ARTICLE V - MANAGEMENT

Section 5.1. Management by Member(s). The management of the Company is reserved to the member(s). The members may designate one or more members to act as managing members.

H09000070264 3

H09000070264 3

Third Amended and Restated Articles of Organization
Oak Bend Park, L.L.C.

Section 5.2. Managing Member(s). The name and address of the managing member(s) of the Company is/are:

Name

Address

Hugh Stewart

14625 Baltimore Ave.
Laurel, MD 20707

Additional members of the Company may be admitted with the unanimous consent of the members, or as otherwise provided in the regulations of the Company from time to time. If a member of the Company dies, retires, resigns, is expelled, is dissolved, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company in the manner provided in the regulations of the Company.

Section 5.3. Rights of Members to Contract Debts. The member(s) shall have the right to contract debts on behalf of the Company and to execute, acknowledge and deliver instruments and documents providing for the acquisition, mortgage, encumbrance, disposition, development, lease, operation, maintenance or management of the Property.

Section 5.4. Certain Prohibited Activities. Notwithstanding anything to the contrary contained in this/these Articles of Organization, the Company, and its Managing Members and Members hereby waive their right to dissolve or terminate (and waive their right to consent to the dissolution or termination of) the Company or these Articles of Organization, and shall not take any action towards that end, so long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to **KeyBank National Association**, a national banking association (and its successors and/or assigns, collectively, "**Lender**"), except upon the express prior written consent of Lender. Further, the death, retirement, incapacity, insanity, expulsion or resignation, bankruptcy, insolvency, dissolution or other similar proceeding of, or pertaining to, any Managing Member or Member, or any other event or act causing dissolution of the Company pursuant to the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) or these Articles, shall not constitute an event of liquidation, dissolution or termination of the Company or these Articles, except upon the express prior written consent of Lender. Any amendments to this provision of these Amended and Restated Articles of Organization shall require the prior written consent of Lender, provided that such consent shall not be required once the Company no longer has any indebtedness or other obligation of any kind whatsoever owing or due Lender. This section of these Amended and Restated Articles of Organization shall cease to be of further force or effect once the Company no longer has any outstanding indebtedness or other obligation of any kind whatsoever owing or due Lender.

Section 5.6. Voting. Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, for so long as the Debt exists on the Property, when acting on matters subject to the vote of the members, notwithstanding that the Company is not then insolvent, all of the members shall take into account the interest of the Company's creditors, as well as those of the members.

H09000070264 3

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Third Amended and Restated Articles of Organization
Oak Bend Park, L.L.C.

ARTICLE VI - INDEMNIFICATION AND PAYMENT OF EXPENSES

Section 6.1. Indemnification and Payment of Expenses. In addition to any other rights of indemnification permitted by the laws of the State of Florida as may be provided for by the Company in any other agreement, the expenses of members incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such member in his or her capacity as a member of the Company, must be paid by the Company, or through insurance purchased and maintained by the Company or through other financial arrangements made by the Company permitted by the laws of the State of Florida, as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an unsecured undertaking by or on behalf of the member to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Company.

-Section 6.2. Repeal, Modification and Conflicts. Any repeal or modification of Section 6.1 approved by the members of the Company shall be prospective only. In the event of any conflict between Section 6.1 and any other article of the Company's articles of organization, the terms and provisions of Section 6.1 shall control.

Section 6.3. Subordination of Indemnification. Notwithstanding any provision hereof or any other document governing the formation, management or operation of the Company to the contrary, for so long as the Debt exists on the Property, any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Company in the event that cash flow is insufficient to pay such obligations.

ARTICLE VII - DATE OF EXISTENCE OF THE COMPANY

The existence of the Company commenced on the date of filing of the original Articles of Organization by the Florida Department of State.

24th In Witness Whereof, we have executed these Third Amended and Restated Articles of Organization this day of MARCH, 2009.

Hugh Stewart
Hugh Stewart, Managing Member

Alexander G. Stewart
Alexander G. Stewart

In accordance with §608.408(3), Fla. Stat., the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

H09000070264 3

H09000070264 3

Third Amended and Restated Articles of Organization
Oak Bend Park, L.L.C.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of §608.415 or §608.507, Fla. Stat., the undersigned limited liability company submits the following statement to designate a registered office and registered agent of the State of Florida.

1. The name of the limited liability company is: **Oak Bend Park, L.L.C.**
2. The name and the Florida address of the registered agent are:

**Jonathan James Damonte, Chartered
12110 Seminole Blvd.
Sunrise, FL 33323**

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jonathan James Damonte, President
Jonathan James Damonte, Chartered

H09000070264 3

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Exhibit "A"
Legal Description

The Southeast/ of the Northeast/4 of the Northwest/4 of Section 27, Township 24 South, Range 16 East, Pasco County, Florida, being more particularly described as follows:

Commence at the Northeast corner of the Northwest 1/4 of said Section 27; thence run South 00 degrees 34 minutes 14 seconds East, 663.62 feet along the North-South centerline of said Section 27 to the Point of Beginning; thence continue South 00 degrees 34 minutes 14 seconds East, 663.62 feet along said North-South centerline, also being the West boundary line of MA-RENE ESTATES and its Northerly extension, as shown on plat recorded in Plat Book 6, page 150, of the Public Records of Pasco County, Florida; thence South 89 degrees 16 minutes 30 seconds West, 659.24 feet along the South boundary line of the Northeast 1/4 of the Northwest 1/4 of said Section 27, also being the North boundary line of GULF SIDE VILLAS, as shown on plat recorded in Plat Book 7, page 50, of the Public Records of Pasco County, Florida; thence North 00 degrees 39 minutes 13 seconds West, 663.16 feet along the West boundary line of said Southeast 1/4 of the Northeast 1/4 of the Northwest 1/4, also being the East boundary line of WATERWAY SHORES, as shown on plat recorded in Plat Book 7, page 66, of the Public Records of Pasco County, Florida; thence North 89 degrees 14 minutes 08 seconds East, 660.20 feet along the North boundary line of said Southeast 1/4 of the Northeast 1/4 of the Northwest 1/4, also being the South right-of-way of Maryland Drive, as now established to the Point of Beginning. LESS the North 5.00 feet for additional right-of-way.

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