

04/20/04 15:53 FAX 813228313

FOWLER WHITE TAMPA

01

Division of Corporations

Page 1 of 1

**L000000014546**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H04000082411 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : FOWLER, WHITE 2  
Account Number : I19990000148  
Phone : (813) 228-7411  
Fax Number : (813) 228-9401

**L-14546**

*Shari Curata*  
103-4044

**LIMITED LIABILITY AMENDMENT**

**TAMPA BAY CHAMPIONSHIP RODEO, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$55.00

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 APR 20 AM 9:32



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 20, 2004

TAMPA BAY CHAMPIONSHIP RODEO, LLC  
9633 HANDCART ROAD  
DADE CITY, FL 33525

SUBJECT: TAMPA BAY CHAMPIONSHIP RODEO, LLC  
REF: L00000014546

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A statement that the document was duly executed and filed in accordance with section 608.411, Florida Statutes, must be contained in the document.

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) 245-6890.

Jason Merrick  
Document Specialist

FAX Aud. #: H04000082411  
Letter Number: 504A00025963

04 APR 20 AM 7:52  
DIVISION OF CORPORATIONS

FILED  
04 APR 20 AM 9:32  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FAX AUDIT NO. H04000082411 3

Page 1 of 4

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
TAMPA BAY CHAMPIONSHIP RODEO, LLC**

**WHEREAS**, the Articles of Organization of Tampa Bay Championship Rodeo, LLC were filed with and approved by the Secretary of State of the State of Florida on the 27<sup>th</sup> day of November, 2000;

**WHEREAS**, it is the intention of the sole member that the Articles of Organization of Tampa Bay Championship Rodeo, LLC be amended and restated in accordance with the proposed amendment and restatement hereinafter set forth;

**WHEREAS**, the proposed amendment and restatement was duly executed and filed in accordance with Section 608.411, Florida Statutes;

**WHEREAS**, the proposed amendment and restatement hereinafter set forth was approved by the sole member on December 18, 2003; and

**WHEREAS**, the approval of the Secretary of State of the State of Florida of the proposed amendment and restatement hereinafter set forth is hereby requested.

**NOW, THEREFORE**, the Articles of Organization of Tampa Bay Championship Rodeo, LLC are hereby amended by amending and restating in its entirety the present entire Articles of Organization and by substituting therefore the following, to-wit:

**"AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
TAMPA BAY CHAMPIONSHIP RODEO, LLC**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a limited liability company solely not-for-profit in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this limited liability company shall be:  
Tampa Bay Championship Rodeo, LLC

The principal office and mailing address of this limited liability company shall be:  
9633 Handcart Road  
Dade City, FL 33525

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 APR 20 AM 9:32

FAX AUDIT NO. H04000082411 3

FAX AUDIT NO. H04000082411 3

Page 2 of 4

## **ARTICLE II**

### **ORGANIZATION**

This limited liability company is organized according to Florida limited liability company laws and are enforceable at law and in equity.

## **ARTICLE II**

### **MANAGEMENT**

The limited liability company is a member-managed company.

## **ARTICLE III**

### **PURPOSE**

(a) The general nature, objects and purpose for which this limited liability company is exclusively organized and operated for exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is operated exclusively to further the charitable purposes of it's member.

(b) This limited liability company will not carry on activities not permitted to be carried on by an organization described in Code Section 501(c)(3), all as more specifically set forth in the Operating Agreement of the Company.

(c) In the event of dissolution or final liquidation of the limited liability company, all assets remaining after the payment of liabilities shall be distributed exclusively to one or more organizations themselves that are exempt as organizations or are organized for exempt purposes under Code Section 501(c)(3) or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state or local government for exclusive public purpose.

(d) In the event of a merger, this limited liability company is hereby prohibited from merging with, or converting into, a for-profit entity at any time.

## **ARTICLE IV**

### **DISTRIBUTIONS AND TRANSFERS**

4.1 The membership interest of the Company may only be issued and/or transferred to a transferee that is a Code Section 501(c)(3) organization or governmental unit or instrumentality. Any direct or indirect issuance or transfer to any transferee that is not a Code Section 501(c)(3) organization is strictly prohibited.

4.2 In the event one or more members ceases at any time to be an organization described in Code Section 501(c)(3) or a governmental unit or instrumentality, a distribution of the assets of the nonexempt member(s) may be transferred according to the following provisions:

(i) The nonexempt member's interest must be forfeited; or

FAX AUDIT NO. H04000082411 3

5-11-11  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 APR 20 AM 5:02

FAX AUDIT NO. H04000082411 3

Page 3 of 4

- (ii) A forced transfer of the nonexempt organization's interest to another Code Section 501(c)(3) organization or governmental unit or instrumentality.

A distribution of the assets to the nonexempt member(s) is prohibited and upon transfer the nonexempt member's rights in the limited liability company are fully terminated within ninety (90) days from the date the member's exemption is revoked.

4.3 The assets, other than membership interest, of this limited liability company may only be transferred to a transferee that is a Code Section 501(c)(3) organization or governmental unit or instrumentality in exchange for fair market value. Any direct or indirect transfer to any transferee that is not a Code Section 501(c)(3) organization or ceases to be a Code Section 501(c)(3) organization is strictly prohibited.

4.4 The exempt Member(s) of the Company will expeditiously and vigorously enforce all of their rights in the Company and will pursue all legal and equitable remedies to protect their interest in the Company.

#### **ARTICLE V**

#### **AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended only if consistent with Code Section 501(c)(3) and as provided in the Operating Agreement.

#### **ARTICLE VI**

#### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's registered office is 9633 Handcart Road, Dade City, Florida 33525 and the name of the limited liability company's registered agent at such address is Thomas N. Lange. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Florida Statutes.

IN WITNESS WHEREOF, this Amendment and Restatement of Articles of Organization is hereby executed on behalf of Tampa Bay Championship Rodeo, LLC by the Authorized Representative of its Member this 19<sup>th</sup> day of April, 2004.

  
Mitchell I. Horowitz, Authorized Representative

04 APR 20 AM 9:32


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FAX AUDIT NO. H04000082411 3

FAX AUDIT NO. H04000082411 3  
Page 4 of 4

**CERTIFICATE OF ACCEPTANCE**

Having been named to accept service of process for the above-stated limited liability company, at the place designated in its Articles of Organization, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 608.415, Florida Statutes.

  
Thomas N. Lange

(Registered Agent)

Date. 4.16.04

04 APR 20 AM 9:32

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS