

Florida Department of State
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EFFECTIVE DATE

June 30, 14

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: KimKantor@Comcast.net

**MERGER OR SHARE EXCHANGE
CAS ADVISORY MANAGEMENT, LLC**

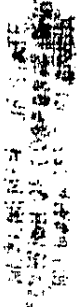
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EFFECTIVE DATE**June 30, 14**
ARTICLES OF MERGER
OF

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BONITA GROUP, LLC, a Florida limited liability company
(hereinafter "Merging Company")

WITH AND INTO

CAS ADVISORY MANAGEMENT, LLC, a Florida limited liability company
(hereinafter "Surviving Company")

The following Articles of Merger are submitted to merge the following Florida limited liability companies in accordance with Sections 605.1025, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--------------------------------------------------------------------------|---------------------|---------------------------|
| CAS Advisory Management, LLC 9601 Tamiami Trail N Naples, FL 34108 | Florida | Limited Liability Company |
| Bonita Group, LLC 9601 Tamiami Trail N Naples, FL 34108 | Florida | Limited Liability Company |

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving Company are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--------------------------------------------------------------------------|---------------------|---------------------------|
| CAS Advisory Management, LLC 9601 Tamiami Trail N Naples, FL 34108 | Florida | Limited Liability Company |

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with Sections 605.1021 – 605.1026, Florida Statutes; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b), Florida Statutes.

FOURTH: The surviving entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061 – 605.1072, Florida Statutes.

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SIXTH: The merger shall be effective as of June 30, 2014.

CAS ADVISORY MANAGEMENT, LLC
a Florida limited liability company

By: 

Kim Ciccarelli Kantor, Its Co-Manager

By: 

Jill C. Rapps, Its Co-Manager

BONITA GROUP, LLC
a Florida limited liability company

By: 

Raymond F. Ciccarelli, Its Managing Member

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF**

CAS ADVISORY MANAGEMENT, LLC

The undersigned, acting as an authorized representative of a Member of CAS Advisory Management, LLC (the "**Company**"), a Florida Limited Liability Company, whose Articles of Organization were originally filed with the Florida Department of State on February 8, 2001, and assigned document number J.01000002308, submits the following Amended and Restated Articles of Organization of the Company as adopted by its Members:

ARTICLE I. - NAME

The name of the limited liability company shall be CAS ADVISORY MANAGEMENT, LLC (the "**Company**").

ARTICLE II. — ADDRESS

The initial mailing address and street address of the principal office of the Company shall be 9601 Tamiami Trail N, Naples, FL, 34108.

ARTICLE III. — DURATION

The Company's existence shall be perpetual in duration.

ARTICLE IV. — MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager managed company. The name and the address of the initial manager of the Company are Raymond Ciccarelli and Kim Ciccarelli Kantor. The initial managers shall serve until successors are elected in accordance with the terms of the written Operating Agreement.

**ARTICLE V. REGISTERED AGENT, REGISTERED
OFFICE, AND AGENT'S SIGNATURE**

The name and street address of the registered agent of the Company is Kim Ciccarelli Kantor, 9601 Tamiami Trail N, Naples, FL, 34108.

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ARTICLE VI. OPERATING AGREEMENT

Any Operating Agreement (as defined in Section 605.0102(45) of the Florida Revised Limited Liability Company Act), relating to the Company, must be in writing and signed by all of the members

NOW THEREFORE, the undersigned has signed these Amended and Restated Articles of Organization for the Company and acknowledged them to be their act this 25 day of June, 2014.

By: 

Raymond Piccarelli

By: 

Kim Cleaveland Kantor

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

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**CERTIFICATE OF ACCEPTANCE
OF DESIGNATION OF
REGISTERED AGENT OF
CAS ADVISORY MANAGEMENT, LLC**

Pursuant to Chapter 605, Florida Revised Limited Liability Company Act, Kim Ciccarelli Kantor, located at 9601 Tamiami Trail N, Naples, FL, 34108., having been named as registered agent to accept service of process upon CAS Advisory Management, LLC, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Acceptance to be executed in Naples, Collier County, Florida on this 23 day of June, 2014.

By: 

Kim Ciccarelli Kantor

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