

JUL/31/2020/FRI 09:49 AM

FAX No.

P. 001

7/31/2020

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : HAND ARENDALL HARRISON SALE LLC
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Phone : (850)769-3434
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: ktownsend@handfirm.com

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
BLUEWATER BAY RESORT, LLC

Certificate of Status	0
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Page Count	01
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S TALLMAN
6/30/2020

Amended & Restated

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Corporate Filing Menu

Help

RECEIVED
2020 JUL 31 AM 10:50



July 30, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BLUEWATER BAY RESORT, LLC
1940 BLUEWATER BLVD. STE 11
NICEVILLE, FL 32578

SUBJECT: BLUEWATER BAY RESORT, LLC
REF: L01000006936

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.

You failed to make the correction(s) requested in our previous letter.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 605, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your 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) 245-6050.

Susan Tallent
Regulatory Specialist II

FAX Aud. #: H20000249431
Letter Number: 120A00014329

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bluewater Bay Resort, 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:

Jerome A. Zivan

Name of Person

Firm/Company

4540 East Highway 20

Address

Niceville, FL 32578

City/State and Zip Code

zivanlaw@aol.com

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

For further information concerning this matter, please call:

Jerome A. Zivan

Name of Person

at: _____

Area Code

352-876-6450

Daytime Telephone Number

Enclosed is a check for the following amount:

\$25.00 Filing Fee

\$30.00 Filing Fee &
Certificate of Status

\$35.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

\$40.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Note to Susan Tallent: in reply to your letter of July 30 (copy attached), I am refileing the document with all references to "corporation" eliminated.

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

2020 JUL 31 PM 2:21

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR
BLUEWATER BAY RESORT, LLC

The undersigned, being authorized to execute and file these Amended and Restated Articles of Organization, hereby certifies that:

ARTICLE I-NAME

The name of the limited liability company is Bluewater Bay Resort, LLC (referred to herein as the "Company" or "Limited Liability Company") and its mailing address and the address of its principal place of business is 2000 Bluewater Boulevard, Niceville, FL 32578

ARTICLE II-DATE OF FILING

The original Articles of Organization for the Limited Liability Company were filed on May 3, 2001 and were assigned Florida Document #L01000006936. The effective date of filing for these Amended and Restated Articles of Organization shall be the date when filed with the Department of State.

ARTICLE III-AMENDMENT

These Amended and Restated Articles of Organization amend the original Articles by restating them to include the original provisions thereof as now changed.

ARTICLE IV-DURATION

The period of duration of the Company shall be perpetual unless the Limited Liability Company is terminated as provided in its Operating Agreement or as provided by applicable law; provided, however, that the remaining members may continue the existence of the Limited Liability Company as provided in Article VII hereof, in its Operating Agreement or as allowed in accordance with applicable law.

ARTICLE V-MANAGEMENT

The Limited Liability Company is to be managed by Managers through a Board of Managers whose members as of the date hereof are:

Monica Werner	Kathrin Werner	Claus Lang	Peter Faerber
928 Lido Circle	928 Lido Circle	304 Lido Cove	147 Baywind Dr.
Niceville, FL 32578	Niceville, FL 32578	Niceville, FL 32578	Niceville, FL 32578

Pursuant to Section 605.0109(8) Florida Statutes, the Board of Managers has appointed the following officers of the Limited Liability Company and have delegated to them the powers and authority described below:

Chairperson: Monika Werner

President: Claus Lang

Vice President: Peter Faerber, Kathrin Werner and Tom Hanks

In addition to the authority of the Chairperson or President to do so, Messrs Faerber or Hanks, each being a Vice President of the Limited Liability Company, have each been specifically authorized to execute agreements and contracts on behalf of the Limited Liability Company including, without limitation: checks; documents, including deeds, providing for the acquisition or disposition of the Company's property; assignments; bills of sale; leases; partnership agreements, operating agreements of other limited liability companies; and any other instruments or documents necessary, in the opinion of the Vice President executing the instrument or document, to effectuate the business of the Company. The execution of a document or instrument by the President or by either Faerber or Hanks as Vice President shall be conclusive evidence that may be relied on by third parties dealing with the Company that the transaction evidenced by said document or instrument has been approved by the Board of Managers and that it constitutes a valid and binding obligation of the Company in accordance with its terms.

ARTICLE VI-ADMISSION OF ADDITIONAL MEMBERS

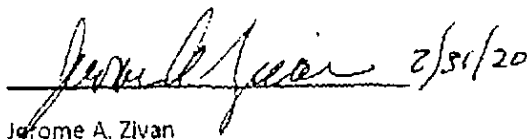
New members of the Limited Liability Company shall be admitted only upon the consent of all members unless said admission is allowed pursuant to the terms of an Operating Agreement then in effect. As of the date hereof, the following constitute all of the members of the Company:

Monica Werner, Kathrin Werner, RECKLA, LLC, and Venture Enterprises Development, LLC.

ARTICLE VII-MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right, pursuant to its Operating Agreement then in effect or as allowed in accordance with applicable law, to continue the existence and business of the Limited Liability Company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that would otherwise terminate the continued membership of a member in or the existence of the Limited Liability Company.

In Witness Whereof, I have signed these Amended and Restated Articles of Organization as an authorized agent for the Company and as an authorized representative of the members and, in accordance with 605.0203(f)(3), FL Statutes, I affirm under penalties of perjury that the facts stated herein are true and that I am authorized to sign this document.

 2/5/20
Jerome A. Zivan

Authorized representative of the members
and of the Company