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Florida Department of State
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4/28
amendment
name change

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W01-15773

04 APR 29 AM 8:00

LIMITED LIABILITY AMENDMENT

FINLAY INTERESTS GP 44, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$60.00

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
AMELIA GREEN GP, LLC,
F/K/A FINLAY INTERESTS GP 44, LLC**

These Amended and Restated Articles of Organization of this limited liability company (hereinafter referred to as the "Company") are duly executed and filed in accordance with Section 608.411 of the Florida Statutes. These Amended and Restated Articles of Organization are made effective as of their filing date pursuant to the provisions of Section 608.411 of the Florida Statutes.

The original Articles of Organization were filed with the Florida Department of State on September 14, 2001, and the document number of the company is L01000015773. The FEI Number of the company is 59-3748975. Among other matters, these amended and restated articles of organization change the name of this Company from Finlay Interests GP 44, LLC, to Amelia Green GP, LLC.

ARTICLE I - Name

The name of the Limited Liability Company is Amelia Green GP, LLC.

ARTICLE II - Address

The street address and mailing address of the principal office of the Company is 4300 Marsh Landing Boulevard, Suite 101, Jacksonville Beach, Florida 32250.

ARTICLE III - Duration

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management

The Company is to be managed by its members and the name and address of its sole member is:

<u>Name</u>	<u>Post Office Address</u>
Finlay Properties, Inc., a New Hampshire Corporation	4300 Marsh Landing Boulevard Suite 101 Jacksonville Beach, Florida 32250

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ARTICLE V - Admission of Additional Members

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

ARTICLE VI - Adoption of Operating Agreement

The Company has adopted an Operating Agreement for the Company, dated September 14, 2001, which may be amended in accordance with its terms consistent with these Articles of Organization and Chapter 608 of the Florida Statutes.

ARTICLE VII - Registered Agent and Office

The registered agent for the Company is Finlay Properties, Inc., and the street address for the registered office of the Company is 4300 Marsh Landing Boulevard, Suite 101, Jacksonville Beach, Florida 32250.

ARTICLE VIII - Amendments

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representative, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred by this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may be thereafter amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

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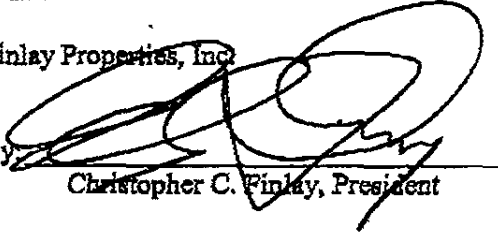
ARTICLE X - Continuation of Business

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

IN WITNESS WHEREOF, the undersigned, as Member, has executed these Amended and Restated Articles of Organization as of this 23rd day of April, 2004.

MEMBER:

Finlay Properties, Inc.

By 

Christopher C. Finlay, President

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

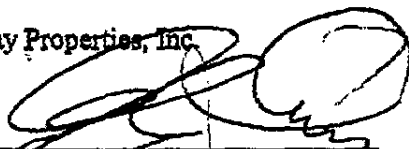
- 1. The name of the limited liability company is: Amelia Green GP, LLC.
- 2. The name and address of the registered agent and office is:

Finlay Properties, Inc.
 4300 Marsh Landing Boulevard
 Suite 101
 Jacksonville Beach, Florida 32250

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 as provided for in Chapter 608, Florida Statutes.

Finlay Properties, Inc.

By:



Christopher C. Finlay, President

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