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(Business Entity Name)

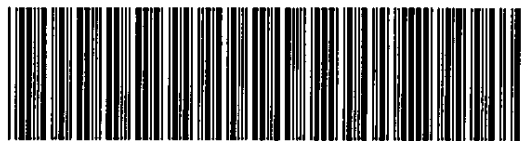
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GRAND Bay Properties, 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:

William Wolf

(Name of Person)

GRAND Bay Properties, LLC

(Firm/Company)

26381 South Tamiami Trail, Suite 300

(Address)

Bonita Springs, FL 34134

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

JANET Cantrell

(Name of Person)

at (239) 498-5363

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$25.00 Filing Fee



\$30.00 Filing Fee &
Certificate of Status



\$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)



\$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

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

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
GRAND BAY PROPERTIES, L.L.C.
a Florida limited liability company**

- FIRST:** The date of filing of articles or organization was October 11, 2001.
- SECOND:** The following amendments to the Articles of Organization were adopted by the limited liability company:

Article II "Registered Office and Agent": The following entity and individual are hereby amended:

Principal Office and Mailing Address--
26381 South Tamiami Trail, Suite 300
Bonita Springs, FL 34134

Registered Agent's Mailing Address—
2210 Vanderbilt Beach Road, Suite 1201
Naples, FL 34109

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TALLAHASSEE, FLORIDA

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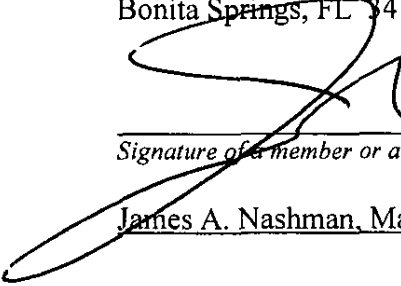
Article VI "Management": The following individuals are hereby deleted from the names of the Managing Members:

Louis Warren Brenner

Article VI "Management": The following individuals are hereby added to the names and addresses of the management:

William Wolf--Vice President
26381 South Tamiami Trail, Suite 300
Bonita Springs, FL 34134

Dated: July 5, 2006


Signature of a member or authorized representative of a member

James A. Nashman, Managing Member

**WRITTEN CONSENT OF THE MANAGING MEMBER AND MANAGER OF
GRAND BAY PROPERTIES, LLC
(a Florida limited liability company)**

THE UNDERSIGNED, being the Managing member (the "Member") and the Manager of **GRAND BAY PROPERTIES, LLC**, a Florida limited liability company (the "Company") hereby execute this Written Consent, dated and effective as of this 12 day of September, 2006, pursuant to the authority granted for a limited liability company under the Florida Limited Liability Company Act (Chapter 608 of Florida Statutes) and pursuant to the Regulations of the Company and the amendments thereto (the "Regulations").

RECITALS

WHEREAS, the undersigned, deem it in the best interests of the Company to appoint an officer for the Company and to prescribe the powers and duties for such officer;

WHEREAS, capitalized terms used herein and not defined herein shall have the meaning ascribed thereto in the Regulations.

NOW, THEREFORE, the undersigned to hereby affirmatively vote for, consent to, adopt, and approve the following resolutions:

RESOLVED, that the following person shall be, and hereby is, elected to serve as officer of the Company in the capacity indicated, and to hold office until their successor(s) are duly elected and qualified:

NAME

William Wolf

CAPACITY

Vice President

RESOLVED, that except as otherwise provided by the Regulations, the Officer shall have such designations, term of office, titles and duties as are set forth on Exhibit "A".

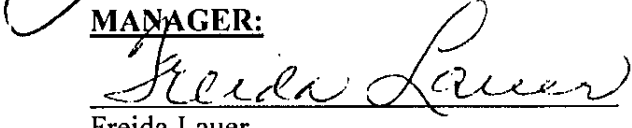
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IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Managing Member and Manager effective as the date first written above.

MANAGING MEMBER:


James A. Nashman

MANAGER:


Freida Lauer

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TALLAHASSEE, FLORIDA

EXHIBIT A

Officer

A. Designations. The officer of the Company shall be a Vice President and such other officers and assistant officers as may be elected or appointed by the Managing Members and Manager; such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in this Exhibit or as may be provided by resolution of the Managing Members and Manager. Any officer may be assigned by the Managing Members and Manager any additional title that the Managing Members and Manager deem appropriate. The Managing Members and Manager may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authority and duties. Any two or more offices may be held by the same person.

B. Term of Office. The officers of the Company shall be elected by the Managing Members and Manager. Unless an officer dies, resigns or is removed from office, the officer shall hold office until his or her successor is elected.

C. Vice-President. During the absence or disability of the President, the Executive Vice-Presidents, if any, and the Vice-Presidents, if any, in the order designated by the Managing Members and Manager, shall exercise all functions of the President. Each Vice-President shall have such powers and discharge such duties as may be assigned to him from time to time by the Managing Members and Manager.

D. Delegation. In the case of absence or inability to act of any officer of the Company and, of any perform herein authorized to act in the place of such person, the Managing Members and Manager may from time to time delegate the powers or duties of such officer to any other officer, director or person whom it may select.

E. Other Officers. The Managing Members and Manager may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Managing Members and Manager.

F. Resignation. Any officer may resign at any time by delivering written notice to the Managing Members and Manager or by giving oral notice at any meeting of the Members. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

G. Removal. Any officer or agent elected or appointed by the Managing Members and Manager may be removed by any Managing Member and Manager whenever in their judgment the best interests of the Company would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

H. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the *Managing Members and Manager* for the unexpired portion of the term or for a new term established by the Managing Members and Manager.

R. Pelican Bay\Grand Bay Plaza Corporate LLC Officer Resolution 12-14 DCC