

L02 0000 16637

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

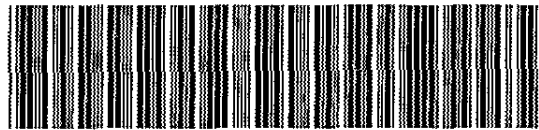
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200012305472

02/14/03--01043--010 **25.00

POOLE & POOLE, P.A.
Attorneys at Law
SUITE 200, ALLAN BUILDING
303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

WESLEY R. POOLE
H. PRICE POOLE, JR.

FRANCES G. BURGESS, C.L.A.

PLEASE REPLY TO:
POST OFFICE BOX 1280
FERNANDINA BEACH, FL 32035-1280
904/261-0742
FAX # 904/261-0745

February 11, 2003

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: CLOWER-FENDIG, LLC

Dear Sirs:

Enclosed are:

1. Our check in the amount of \$25.00; and
2. Original and one copy of Amended And Restated Articles Of Organization for the above referenced.

Please file and let us have your receipt therefor as soon as possible.

Thank you for your continued assistance.

Yours sincerely,


Wesley R Poole

WRP\fgb
Enclosures

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF CLOWER-FENDIG, LLC**

WHEREAS, the original Articles of Organization of CLOWER-FENDIG, LLC, were originally filed with the Department of State on July 2, 2002, and the undersigned wish to amend and restate the same, in accordance with Florida Statutes, Chapter 608 (2003); now, therefore, witnesseth:

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **CLOWER-FENDIG, LLC**, and its principal office shall be located at 20 Salt Marsh Drive, Fernandina Beach, County of Nassau, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and to exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these

Articles to the same extent as a natural person might or could do.

3. To own, develop and sell real estate.

4. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these *Articles* and otherwise *granted or permitted* by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

5. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the managing members of this limited liability company. This Article may be amended only by the unanimous consent of all of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

This limited liability company shall be managed by two managers. The names and addresses of the persons who shall serve as managers are:

CLOWER CONSULTING, L.L.C.
By: Michael B. Clower
20 Salt Marsh Drive
Fernandina Beach, FL 32034

BO GIVENS
2161 McCoys Creek Blvd.
P. O. Box 2247
Jacksonville, FL 32203

Management of this limited liability company is reserved to the aforesaid members, and may not be changed except with the written unanimous consent of all members.

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amounts as specified below shall be paid to the limited liability company by each of the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make such additional contributions in the same proportion as their respective interests in the profits as stated in Article VII, below. The initial contributions are as follows:

| | |
|---------------------------|-------------|
| CLOWER CONSULTING, L.L.C. | \$29,207.00 |
| WYNN FENDIG | 500.00 |
| BO GIVENS | 29,000.00 |

ARTICLE VII. PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

| | |
|---------------------------|-------|
| CLOWER CONSULTING, L.L.C. | 45.0% |
| WYNN FENDIG | 10.0% |
| BO GIVENS | 45.0% |

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of the business of the limited liability company, the month and day of the commencement date being the date these Articles are executed.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business. A member will not be personally liable for any debts or losses of the limited liability company beyond his or her or its respective capital contributions, unless agreed to in writing by all of the members.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 303 Centre Street, Suite 200, and the name of the Company's initial registered agent at that address is Wesley R. Poole.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed AMENDED AND RESTATED Articles of Organization of CLOWER-FENDIG, LLC.

Executed by the undersigned at Fernandina Beach, Florida, on Jan, 28, 2003.

CLOWER CONSULTING, L.L.C.

By:

Michael Clower

Michael Clower

Its Manager

Wynn Fendig

Wynn Fendig

Bo Givens

Bo Givens

CONSENT TO SERVE AS REGISTERED AGENT
FOR
CLOWER-FENDIG, LLC

Having been named in the state of Florida as registered agent and to accept service of process for the above stated Limited Liability corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: January 31, 2003

Wesley R. Poole
Wesley R. Poole
303 Centre Street
Suite 200
Fernandina Beach, FL 32034