

MAR-18-2004 09:13

NASON YEAGER

561687442 P.01

LO300000 3513

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000057729 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
Account Number : 073222003555
Phone : (561) 686-3307
Fax Number : (561) 686-5442

RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

04 MAR 19 PM 12:31

FILED

7271-16239

LIMITED LIABILITY AMENDMENT

INTERFACE JB, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$55.00

DIVISION OF CORPORATION

04 MAR 19 AM 11:06

RECEIVED


LO3-3513

2314, 529

Electronic Filing Menu

Corporate Filing

Public Access Help

Return to






FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 19, 2004

INTERFACE JB, LLC
2300 GLADES ROAD
SUITE 230W
BOCA RATON, FL 33431SUBJECT: INTERFACE JB, LLC
REF: L03000003513

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A statement that the document was duly executed and filed in accordance with section 608.411, Florida Statutes, must be contained in the document.

The original file date listed is incorrect, please change to the correct date.

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) 245-6890.

Jason Merrick
Document SpecialistFAX Aud. #: H04000057729
Letter Number: 204A00018366

FILED

MAR 19 5M 12:31

RECEIVED

MAR 19 PM 3:51

DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
INTERFACE JB, LLC

The undersigned authorized representative of the Members, desiring to amend and restate the Articles of Organization filed January 30, 2003, does hereby make and file these Amended and Restated Articles of Organization in accordance with Section 608.411, Florida Statutes.

ARTICLE I
NAME

The name of this limited liability company ("Company") is:

INTERFACE JB, LLC

ARTICLE II
ADDRESS

The Company's mailing address and street address of the principal office of the Company is 2300 Glades Road, Suite 230W, Boca Raton, Florida 33431.

ARTICLE III
DURATION

The period of duration for the Company will be perpetual.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The name and Florida street address of the registered agent are:

John White II, Esquire
Nason, Yeager, Gerson White & Lioce, P.A.
1645 Palm Beach Lakes Boulevard, Suite 1200
West Palm Beach, Florida 33401

RECEIVED
TALLAHASSEE, FLORIDA

04 MAR 19 PM 12:31

FILED

H04000057729 3

Having been named as registered agent and to accept service of process for the 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 in Chapter 608, Florida Statutes.


John White II, Esquire

ARTICLE V MANAGEMENT

The Company shall be a manager-managed company. The sole Manager of the Company is Charlene Goodman. The Manager, acting unanimously (except as otherwise set forth in Section 12.2 of the Operating Agreement of the Company), has the sole right and full and exclusive authority to manage and operate the business of the Company in the best interests of the Company and its Members. The Manager shall have all the rights and powers which are otherwise conferred by law or are necessary or advisable for the discharge of their duties and the management of the affairs of the business of the Company. No Member, in its capacity as such, may transact any business for the Company or take any part in the management of the Company and will have no power to bind or commit the Company.

ARTICLE VI PURPOSE

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern. The nature of the business and of the purposes to be conducted and promoted by the Company is to engage solely in the following activities:

- (1) To own, hold, sell, assign, transfer, operate, lease, manage, mortgage, pledge and otherwise deal with the real property, together with all improvements located thereon, located at 3554 NW Federal Hwy Jensen Bch, FL 34957 (the "Property").
- (2) To exercise all powers enumerated in the Limited Liability Company Act of Florida incidental, necessary or appropriate to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

H04000057729 3

H04000057729 3

ARTICLE VII CERTAIN PROHIBITED ACTIVITIES

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: The Company shall only permit the Partnership to incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the Company shall not permit the Partnership to incur, assume, or guaranty any other indebtedness, except for trade payables in the ordinary course of its business of owning and operating the Property. The Company shall not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale or transfer of membership interest. For so long as a mortgage lien exists on the Property, the Company will not without the unanimous consent of all of the members of the Company: (i) file or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally, (ii) seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestator, custodian or any similar official for itself or any other entity, (iii) make an assignment of its assets for the benefit of its creditors or an assignment of the assets of another entity for the benefit of such entity's creditors, or (iv) take any action in furtherance of the foregoing. For so long as a mortgage lien exists on the Property, no material amendment to these articles of organization may be made without first obtaining approval of the mortgagee holding a first mortgage lien on the Property.

ARTICLE VIII INDEMNIFICATION

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Company in the event that cash flow is insufficient to pay such obligations.

ARTICLE IX SEPARATENESS COVENANTS

Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Company to the contrary, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these Articles of Organization, the Company shall conduct its affairs in accordance with the following provisions:

- (1) It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any of its affiliates and shall allocate fairly and reasonably any overhead for shared office space.

H04000057729 3

H04000057729 3

- (2) It shall maintain separate records, books and accounts from those of any affiliate or any other person.
- (3) It shall not commingle funds or assets with those of any affiliate or any other person.
- (4) It shall conduct its business and hold its assets in its own name.
- (5) It shall maintain financial statements, accounting statements and prepare tax returns separate from any affiliate or any other person.
- (6) It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any affiliate, and maintain a sufficient number of employees in light of its contemplated business operations.
- (7) It shall maintain adequate capital in light of its contemplated business operations.
- (8) It shall maintain an arm's length relationship with any affiliate.
- (9) It shall not assume or guarantee or become obligated for the debts of any other entity, including any affiliate, or hold out its credit as being available to satisfy the obligations of others.
- (10) It shall not have any of its obligations guaranteed by any member, general partner or affiliate, except the guarantor of the mortgage loan.
- (11) It shall not pledge its assets for the benefit of any other person or entity or make an advance or loan to any person or entity, including any affiliate.
- (12) It shall not acquire obligations or securities of its partners, members or shareholders or any affiliate.
- (13) It shall use stationery, invoices and checks separate from any affiliate or any other person.
- (14) It shall hold itself out as an entity separate and distinct from any affiliate and not as a division, department or part of any other person or entity.
- (15) It shall not identify its members or any affiliates as a division or part of it.
- (16) It shall correct any known misunderstanding regarding its separate identity.
- (17) It shall maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any other entity.
- (18) It shall not share a common logo with any affiliate or any other person.

H04000057729 3

H04000057729 3

then insolvent, all of the members shall take into account the interest of the Company's creditors, as well as those of the members.

The undersigned has executed these Amended and Restated Articles of Organization on this 17th day of March, 2004.


John White II, Esquire, Authorized Representative
of the Members

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

H:\7271\16239\DAmendedandRestatedArticlesOfOrganization.WCL/gjp

FILED
04 MAR 19 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H04000057729 3