

DEC. 12. 2003 3:06PM
Division of Corporations

ROGERS TOWERS

NO. 527 P. 1 of 1

L03 000035067

Florida Department of State
Division of Corporations
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LIMITED LIABILITY AMENDMENT

GOODBYS CREEK, LLC

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF ORGANIZATION
OF
GOODBYS CREEK, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Statutes, the undersigned Member of Goodbys Creek, LLC, a limited liability company existing under the laws of the State of Florida, do hereby certify:

- (a) The date of filing of the Articles of Organization was September 26, 2003.
- (b) The name of this limited liability company is Goodbys Creek, LLC.
- (c) The following amendments to the Articles of Organization were adopted by the limited liability company and read as follows:

1. Article IV of the Articles of Organization is deleted in its entirety and the following inserted in lieu thereof:

**"ARTICLE IV
MANAGEMENT**

The Company will be managed by a board of managers as provided under the terms of its Operating Agreement. The names and addresses of the members of the board of managers of the Company who shall serve until their successors are elected and qualified as provided under the terms of its Operating Agreement are:

Wallace R. Devlin, Jr.
1548 The Greens Way, Suite 3
Jacksonville Beach, Florida 32250

Michael F. Balanky
1300 Riverplace Boulevard, Suite 400
Jacksonville, Florida 32207

Leane M. Ross
9954 Moorings Drive
Jacksonville, Florida 32257"

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2. Article V of the Articles of Organization is deleted in its entirety and the following is inserted in lieu thereof:

**"ARTICLE V
OPERATING AGREEMENT**

An Operating Agreement of the Company may from time to time, as may be necessary, be, with the unanimous written consent of the Members, adopted, repealed, amended, altered or a new Operating Agreement adopted."

3. Add a new Article VI to read as follows:


**"ARTICLE VI
AMENDMENT**

These Articles of Organization may be further amended only by an Amendment executed by all of the Members of the Company."

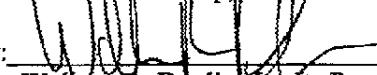
These amendments were adopted by unanimous consent of the Members and Managers of this company on the 12/14 day of December, 2003. The number of votes cast in favor of the amendment was sufficient for approval.

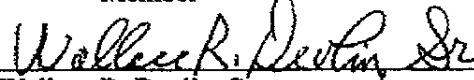
GOODBYS CREEK, LLC.

By: Chase Properties, Inc.

By: 
Mike F. Balanky, Its President
Member

By: The Devlin Group, Inc.

By: 
Wallace R. Devlin, Jr., Its President
Member


Wallace R. Devlin, Sr.,
Member

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