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SECRETARY OF STATE
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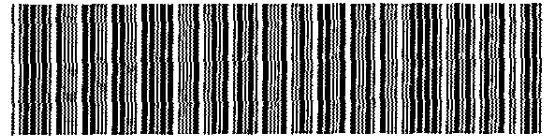
(Business Entity Name)

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the beckett whitney group, llc

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FOUR O FIVE CENTRAL AVENUE
SUITE ONE HUNDRED
SAINT PETERSBURG, FLORIDA 33701

2007 APR 20 3 54
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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

FILED

2004 APR 20 P 3:54

The Beckett Whitney Group,
(Present Name)
(A Florida Limited Liability Company)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The date of filing of the articles of organization was 12-09-03.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

- ① A NAME CHANGE OF THE COMPANY TO "THE BECKETT WHITNEY GROUP AT BEACH, LLC".
- ② A NAME CHANGE OF AN INVESTOR/MEMBER - LARNA THOMPSON TO "LST INVESTMENTS"
- ③ NEW OPERATING AGREEMENT

Dated April 6, 04.


Signature of a member or authorized representative of a member

BLAKE THOMPSON, manager
Typed or printed name of signee

Filing Fee: \$25.00

APPENDIX 2-B

BECKETT WHITNEY AT BEACH, LLC
LOCATED AT 640 BEACH DRIVE NORTHEAST
SAINT PETERSBURG, FL 33704

AMENDED INTERNAL MANAGEMENT AGREEMENT

THIS AGREEMENT SUPERCEDES ALL PREVIOUS OPERATING AGREEMENTS OR CONTRACTS THAT PERTAIN TO GOVERNING THE MANAGEMENT/DEVELOPMENT OF 640 BEACH DRIVE. NO OTHER AGREEMENT SHALL CONTROL.

This Agreement is entered into on this 6th day of April, 2004, by and between, LAURA THOMPSON on behalf of LJT Enterprises, Inc., NJ & SONS, a general partnership, and The Beckett Whitney Group, LLC.

In consideration of the mutual promises set forth hereunder, the sufficiency of which is hereby acknowledged, the above parties agree to the following:

Beckett Whitney Group at Beach, LLC shall be owned by two Investor Members who will hold title to the Property: LJT Enterprises, Inc. and NJ & Sons, a general partnership.

The Beckett Whitney Group, LLC represented by Blake W Thompson and Peter C Fischbach shall be "Managing Members", responsible for the architectural design, construction and sale of the real estate asset. A maximum 3% of the project's cost shall be earned by the Managing Members as a development fee. Neither Managing Member may be replaced without 100% Investor agreement, just cause, and adequate compensation for work completed.

The Investor Members, by investing a total of \$420,000, the company's capitalization, will proportionately share 100% of the investment basis, tax benefits and depreciation.

Investor Members will not be asked to guarantee or qualify for any interim or construction loans.

When the property is sold, after paying selling costs and any mortgage, Investor Members will first get their initial investment money back. Remaining profits will

be split 50% to Investor Members as a group the remaining 50% to The Beckett Whitney Group, LLC.

This Agreement may be changed or terminated only upon the written stipulation of all parties, or after 365 days from the signing of this document.

Time shall be of the essence in the performance of this Agreement.

If any part of this Agreement is held unenforceable for any reason, the remaining portion of this Agreement shall remain in full force and effect, and shall be carried out in a manner consistent with the intentions of the parties hereto.

If any legal action or proceeding arising out of, or relating to this Agreement is brought by either party, the prevailing party as determined by the Court shall be entitled to receive from the non-prevailing party, in addition to any other relief that may be granted, reasonable attorney's fees, costs and expenses incurred in the action or proceeding by the prevailing party. Arbitration is not an option for the resolution of problems stemming from the contract.

This Agreement is entered into, and videotaped, on this 6th day of April, 2004, in the City of Saint Petersburg, the County of Pinellas, State of Florida.


BLAKE WHITNEY THOMPSON


PETER C FISCHBACH


LJT ENTERPRISES, INC.

NJ & SONS