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164 OCEAN VIEW, L.L.C.

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EXAMINER

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION****OF****164 OCEAN VIEW, L.L.C.**

a florida limited liability company

The Articles of Organization of 164 Ocean View, L.L.C. are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company is 164 Ocean View, L.L.C. (hereinafter referred to as the "Company"). The principal address and the mailing address of the Company is 138 Beach 144<sup>th</sup> Street, Neponsit, New York 11694.

**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 Company is authorized to transact, shall be as follows:

1. To engage in activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and 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 purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to which this Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the right and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carryout, assign, cancel or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of these purposes, enumerated in these Amended and Restated 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.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Amended and Restated Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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 to restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Amended and Restated Articles shall be deemed or construed as authorizing or permitting, or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### 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 the Company shall be managed under the direction of the manager of the Company. This Article may be amended from time to time in the Operating Agreement of the Company by a unanimous vote of the members of the Company.

### ARTICLE IV MANAGEMENT

The Company shall be managed by a manager. The initial manager is R. Richard Yates.

### ARTICLE V MEMBERSHIP RESTRICTIONS

The 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 Company.

A members' interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members, or in accordance with the Operating Agreement, if applicable.

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 Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI CONTRIBUTIONS

A capital contribution in the amount of \$100.00 shall be paid to the Company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. The sole member of the Company is Ira Russack.

#### ARTICLE VII PROFITS AND LOSSES

The member shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the Company. The members shall be entitled to a 100% share of the profits. The distributive share of the profits shall be determined and may be paid to the members on the anniversary date of the commencement of business of the Company, based upon the circumstances, condition and status of the Company as determined by the Operating Agreement.

#### ARTICLE VIII REGISTERED AGENT AND OFFICE

The registered agent is Miami Center Registered Agents, LLC, a Florida limited liability company with an address at 201 South Biscayne Boulevard, Suite 1700, Miami, Florida 33131.

#### ARTICLE IX DURATION

The Company shall exist until dissolved in a manner provided by law, or as provided in Operating Agreement adopted by the members.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Organization this 26<sup>th</sup> day of December 2008.

164 OCEAN VIEW, L.L.C.

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NO. 315

P. 6

By:

Name:

**Title:**

Sole Member

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**ACCEPTANCE BY REGISTERED AGENT**

We hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relative to the proper and compete performance of our duties, and we are familiar with and accept the obligation of our position as registered agent.

MIAMI CENTER REGISTERED  
AGENTS, LLC

By:   
Dale S. Bergman  
Vice President

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