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TALLAHASSEE, FLORIDA

7-1304

**TRANSMITTAL LETTER**

TO: Registration Section  
Division of Corporations

SUBJECT: NAS COMMERCIAL PARK, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

William L. Thompson, Jr., Esquire

(Name of Person)

William L. Thompson, Jr., P.A.

(Firm/Company)

1590 Island Lane, Suite 26

(Address)

Orange Park, FL 32003

(City/State and Zip Code)

For further information concerning this matter, please call:

William L. Thompson, Jr., Esquire

(Name of Person)

at ( 904 ) 269-4841

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &  
Certificate of Status

☒ \$55.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐ \$60.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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TALLAHASSEE

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 1, 2004

WILLIAM L. THOMPSON, JR, ESQ  
WILLIAM L. THOMPSON, JR, P.A.  
1590 ISLAND LANE, STE 26  
ORANGE PARK, FL 32003

SUBJECT: NAS COMMERCIAL PARK, LLC  
Ref. Number: L04000032339

We have received your document for NAS COMMERCIAL PARK, LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

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) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 804A00042885

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
NAS COMMERCIAL PARK, LLC**

The undersigned, for the purpose of setting forth amended and restated Articles of Organization of a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Amended and Restated Articles of Organization and amend the Articles of Organization to the extent not consistent with these Amended and Restated Articles of Organization.

**ARTICLE I**

**NAME**

The name of the limited liability company is "NAS Commercial Park, LLC" (the "Company").

**ARTICLE II**

**FILING OF ARTICLES OF ORGANIZATION**

The Articles of Organization of the Company were filed with the Secretary of State of the State of Florida on April 23, 2004. The effective date of the Company shall be April 23, 2004. This document is duly executed and filed in accordance with Section 608.411, Florida Statutes.

**ARTICLE III**

**PURPOSES AND POWERS**

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, mortgage, pledge and otherwise deal with certain parcels of real property, together with all improvements located thereon, located in the City of Jacksonville, Duval County, Florida (the Property).
2. To exercise all powers enumerated in the Limited Liability Company Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes set forth above.

The Company shall not commingle its assets with those of any other entity.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE IV

### PRINCIPAL OFFICE

The mailing and street address of the principal office of the Company is 428 Walnut Street, Green Cove Springs, FL 32043.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The address of the registered office of the Company in the State of Florida as set forth in the Articles of Organization is 428 Walnut Street, Green Cove Springs, FL 32043. The name of the registered agent of the Company at such address is **Stephen J. DuVal**. These matters have not changed. The registered agent has in the Articles of Organization accepted the obligations of registered agent, which shall continue.

## ARTICLE VI

### CAPITAL CONTRIBUTIONS

The capital contributions of a member of the Company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. A promise by a member to contribute to the capital of the Company shall not be enforceable unless it is set out in writing and signed by the member. The obligation of a member of the Company to make a contribution may be compromised only by the written consent of all other members of the Company.

## ARTICLE VII

### Operating Agreement

The members of the Company may enter into an Operating Agreement not inconsistent with these Articles of Organization for the operation of the Company and define the rights and obligations of the members of the Company. The Operating Agreement may be adopted by all then existing members of the Company, and all subsequent members of the Company shall be bound by and subject to any Operating Agreement. The Operating Agreement to be effective shall be in writing and shall not be amended or modified except by a written instrument signed by all then existing members. If an Operating Agreement is not entered into among the members, these Articles of

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JACKSONVILLE, FLORIDA

Organization and Chapter 608, Florida Statutes, shall govern the affairs of the Company and its members.

## ARTICLE VIII

### ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members and set forth in the Operating Agreement of the Company. A member may transfer his, her or its interest in the Company as set forth in the Operating Agreement of the Company, or if there is no Operating Agreement as allowed by law, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

## ARTICLE IX

### MANAGEMENT

The Company shall be a manager managed company and managed by three managers. Any third party can rely on the authority of the three Managers to act on behalf of the Company without limitation unless such third party has actual knowledge to the contrary. The Operating Agreement may contain any provisions for the regulations and management of the affairs of the Company not inconsistent with law or these Articles of Organization, but such provisions shall not be binding on third parties unless they are provided a copy of such Operating Agreement, third parties being instead entitled to rely exclusively on these Articles of Organization. The original Managing Member was Steven J. DuVal. The names and addresses of the current three Managers of the Company are:

<u>Name</u>	<u>Address</u>
Stephen J. DuVal	428 Walnut Street, Green Cove Springs, FL 32043
Bert Van Royal	3616 Magnolia Point Blvd. Green Cove Springs, FL 32043
Kelly W. Hartwig	P.O. Box 7776 Jacksonville, FL 32238

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE X

### MEMBERS

The original Member was Stephen J. DuVal, who remains the sole Member, but who in the future may assign his interests to the other Members effective on any date specified in the assignment. The Operating Agreement of the Company shall be signed by all Members and be binding on all Members.

## ARTICLE XI

### AMENDMENT

The Manager of the Company shall amend these Articles of Organization when there is a change in the name of the Company, there is a false or erroneous statement herein, there is a change in the time as stated in the Articles of Organization for the dissolution of the Company, or the Members desire to make a change in any other statement in these Articles of Organization in order for them to accurately represent the agreement between the Members. If the Articles of Organization are amended to accurately represent the agreement between Members, such amendment shall be adopted by a majority of the membership interest of the Members of the Company based upon each Member's pro rata share of profits and losses of the Company. The execution of an amendment to these Articles of Organization by the Members of the Company shall be conclusive evidence that the amendment has been properly authorized by the Members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Amended and Restated Articles of Organization of NAS Commercial Park, LLC, for the foregoing uses and purposes as of the 10<sup>th</sup> day of June, 2004.

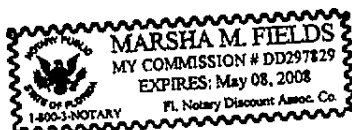


Stephen J. DuVal, Member

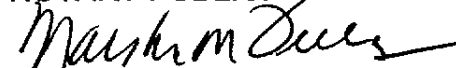
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA  
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 23 day of June, 2004, by Stephen J. DuVal, as the sole member of NAS Commercial Park, LLC. He [ X ] is personally known to me or [ ] has produced \_\_\_\_\_ as identification and did not take an oath.



NOTARY PUBLIC:

  
Name MARSHA M. FIELDS