

L 04 000043049

(Requestor's Name)

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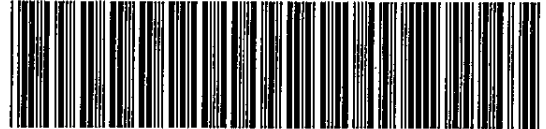
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CAPITAL CONNECTION, INC.

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First Priority Title, LLC

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TALLAHASSEE, FLORIDA

- _____ Art of Inc. File _____
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- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- ☒ Art. of Amend. File LC
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
FIRST PRIORITY TITLE, A LIMITED LIABILITY COMPANY**

FIRST: The Articles of Organization were filed on June 8th, 2004 and assigned document number L04000043049.

SECOND: The following amendments to the Articles of Organization were adopted by the limited liability company and are meant to replace all previously filed Articles of Organization:

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this company is FIRST PRIORITY TITLE, L.L.C. and its principal place of business shall be located at 8140 College Parkway, Suite 103, Fort Myers, Florida 33919.

ARTICLE II - DURATION

This company shall have perpetual existence commencing on the date of this filing of these Articles of Organization with the Department of State.

ARTICLE III - PURPOSE

This company is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - COMPANY UNITS

This company is authorized to issue one million (1,000,000) units of common units which shall be designated as "Common Units," and shall have one (1) vote per unit, and five hundred thousand (500,000) units of preferred units which shall be designated "Preferred Units." Voting rights for Preferred Units shall be designated in the Operational Agreement.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every unitholder, upon the sale for cash of any new units of this company shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional units) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 8140 College Parkway,

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Suite 103, Fort Myers, Florida 33919, and the name of the initial registered agent of this company at that address is John W. Mileff.

ARTICLE VII – MANAGER/MEMBERS

Initially, this company shall have one (1) Manager/Member who shall serve until successors shall be elected / appointed at the first meeting of the unitholders and thereafter this company shall have no less than one (1) Manager/Member. The number of Manager/Members may be either increased or decreased from time to time by the Operational Agreement. The names and addresses of the Manager/Members are as follows:

<u>Name</u>	<u>Address</u>
John W. Mileff Manager/Member	8140 College Parkway Suite 103 Fort Myers, FL 33919

ARTICLE VIII - INDEMNIFICATION

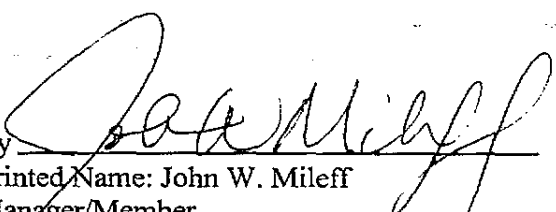
The company shall indemnify any Manager, or any former Manager, to the full extent permitted by law. No Manager shall be personally liable for monetary damages to the company or any other person for any statement, vote, decision, or failure to act, regarding company management or policy, unless that Manager breached or failed to perform his duties as a Manager as provided by Florida Statutes.

ARTICLE IX - AMENDMENT

This company reserves the right to amend or repeal any provision contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the unitholders is subject to this reservation. Articles may be amended at any time by a majority vote of the unitholders.

IN WITNESS WHEREOF, the undersigned manager has executed these Articles of Organization on the date of signing.

Dated: February 1st, 2005

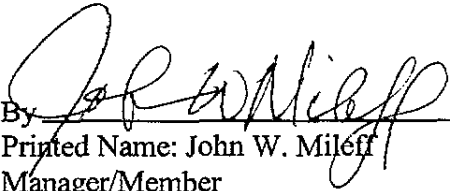
By 
Printed Name: John W. Mileff
Manager/Member

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statutes, the following is submitted:

First, that FIRST PRIORITY TITLE, L.L.C. desiring to organize or qualify under the laws of the State of Florida, has named John W. Mileff, located at 8140 College Parkway, Suite 103, Fort Myers, Florida 33919, as its agent to accept service of process within Florida.

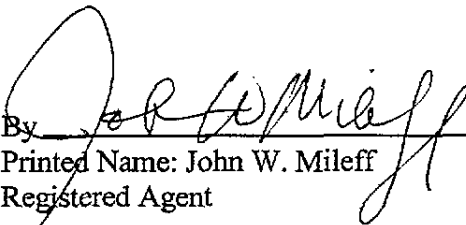
Dated: Feb 1st, 2005

By 
Printed Name: John W. Mileff
Manager/Member

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated company, at the place designated in this certificate, I hereby 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.

Dated: Feb 1st, 2005

By 
Printed Name: John W. Mileff
Registered Agent