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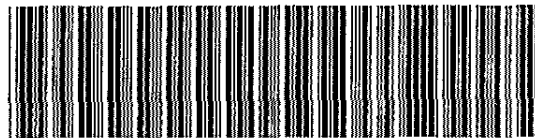
(Business Entity Name)

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DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JAN 13 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 143040 7278108

AUTHORIZATION

Patricia Piquero

COST LIMIT : \$ 25.00

ORDER DATE : January 13, 2005

ORDER TIME : 2:03 PM

ORDER NO. : 143040-005

CUSTOMER NO: 7278108

CUSTOMER: Ms. Susan Mills
1031 Exchange Corporation
205 Ne 5th Terrace

Delray Beach, FL 33444

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: SEA CREST, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER'S INITIALS: _____

01/13/2005 10:03 19545662382

JOSEPH DE GANGE

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Jan 12 2005 01:14 PM 1031 Exchange Corporation

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER

I, 1031 Exchange Corporation, hereby resign as Managing Member
(Title)

of Sea Crest, LLC
(Limited Liability Company)

a limited liability company organized under the laws of the State of Florida

and affirm that the limited liability company has been notified in writing of the resignation.

Susan Thiel VP
(Signature of resigning manager, managing member or member)

FILING FEE IS \$25.00

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 4327
Tallahassee, FL 32314

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JOSEPH DE GANCE

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ASSIGNMENT OF MEMBER'S INTEREST

~~Set~~ THIS AGREEMENT, made and entered into at Broward County, Florida this 22nd day of Sept, 2004, by and between 1031 Exchange Corporation, a Florida corporation, as Assignor, hereinafter called "First Party", and R. H. Bo Hitchcock, such as Assignee, hereinafter called "Second Party".

WITNESSETH

That the First Party, for Ten Dollars (\$10.00) and other good and valuable considerations to them in hand paid simultaneously with the execution and delivery of these presents by the Second Party, the receipt whereof is hereby acknowledged, have granted, bargained, sold, assigned, transferred, set over and delivered, and by these presents do grant, bargain, sell, assign, transfer, set over, and deliver unto the Second Party, 100% of the ownership interest owned by Assignor in Sea Crest, LLC.

The First Party hereby represents unto the Second Party, and covenants and agrees with the Second Party as follows:

- (a) First Party, the owner of the membership interest in Sea Crest, LLC has full power and lawful authority to effect the sale and transfer; and
- (b) That the First Party, as the sole member in Sea Crest, LLC, is not in default under any of the terms, conditions and provisions contained in said Company's Articles of Organization or its Regulations.

Second Party expressly accepts and assumes all of the terms, covenants, conditions, obligations and liabilities of membership in Sea Crest, LLC to be kept and performed by First Party, from and after the date of this Agreement, and further agrees to execute a Uniform Business Report which will be filed with the Department of State, State of Florida.

IN WITNESS WHEREOF, the parties have hereto affixed their hands and seals at the place, on the day and year herein above written.

Witnesses:

First Party

1031 Exchange Corporation

By: Susan N. Mills
Rr: Vice President

Second Party

R. H. Bo Hitchcock

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Jan 12 2005 5:01PM

1031 Exchange Corporation

**MEMBERS ACTION BY UNANIMOUS CONSENT
WITHOUT A MEETING OF**

Sea Crest, LLC

The undersigned, presently being all the members representing 100% of the Relative Capital Account Vote which includes all the members who would be entitled to vote upon the actions hereinafter set forth at a formal joint meeting of the members of Sea Crest, LLC (Company), a Florida limited liability company, do hereby consent to the following actions to the same extent, and to have the same force and effect as if adopted at a formal special meeting of the members of said company.

RESOLVED that the Company accept the resignation of its managing member, 1031 EXCHANGE CORPORATION, a Florida corporation, by Susan N. Mills, Vice President, and

FURTHER RESOLVED, that R. H. De Hitchcock be named the new managing member of the Company be named a member.

The undersigned further directs the Company to accept the offered cancellation of the 1031 EXCHANGE CORPORATION membership certificate and directs Susan N. Mills, Vice President of Managing Member, prior to resignation as Managing Member, to issue new certificates representing 100% of the Relative Capital Account Vote to R. H. De Hitchcock as of the date of this action without a meeting. The Company is further directed to file the appropriate notice of the resignation with the Florida Division of Corporations

The undersigned do hereby consent and affirm that the actions set forth in the foregoing resolution shall have the same force and effect as if taken at a duly constituted meeting of the members of the Company and that this document be filed with the new managing members of the Company and shall be made a part of the minutes of the Company.

Dated: 9-22-04

Joseph De Gance

Susan N. Mills

R. H. De Hitchcock, Managing Member

Resigning Member:

1031 Exchange Corporation, Managing Member

Susan N. Mills

By: Susan N. Mills
As: Vice President

1031 EXCHANGE CORPORATION
TALLAHASSEE, FLORIDA

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