

LOS 0000 13 493

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

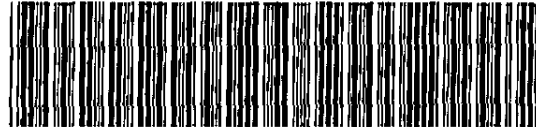
(Business Entity Name)

(Document Number)

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08/11/05--01011--015 \*\*25.00

SECTION OF STATE  
TAXATION DIVISION

05 AUG 11 AM 10:09

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8/12  
CMB



13330 Emerald Coast Parkway  
Destin FL 32541  
P 850 337 1220  
F 850 337 0570  
www.h2oproperties.com

August 10, 2005

Florida Department of State  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Dear Sir/ Madam:

Enclosed in this package you will find the amendments to the Articles of Organization for H2O Florida, LLC. It is with great necessity that I ask to expedite the process of amending our registration on Sunbiz.org. The Department of Business and Professional Regulation is anxiously awaiting the verification of the amendments in order to complete our Corporate Business License registration. I appreciate in advance the timely update of our listing with the Department of State. Please call me directly with any questions. 850.337.1220.

Sincerely,

A handwritten signature in cursive script that reads "Melanie Washer".

Melanie Washer  
Director of Administration  
H2O Florida, LLC  
dba. H2O Properties+

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

05 AUG 11 AM 10:09

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### TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** H2O Florida, 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:

Stacy Buchanan  
(Name of Person)

H2O Properties, LLC  
(Firm/Company)

13330 Emerald Coast Parkway  
(Address)

Destin, Florida 32541  
(City/State and Zip Code)

For further information concerning this matter, please call:

Stacy Buchanan at ( 850 ) 337-1220  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |  |  |
|--|--|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(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

SECRET  
OFFICE OF THE  
CLERK OF THE  
SUPREME COURT  
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

H2O Florida, LLC  
(Present Name)  
(A Florida Limited Liability Company)

**FIRST:** The Articles of Organization were filed on February 9, 2005 and assigned document number L05000013493.

**SECOND:** The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

Article 3, Address of Place of Business, is amended as follows: The mailing and street address for the Company is 13330 Emerald Coast Parkway, Destin, Florida 32541. Such address may be changed from time to time as provided in the Operating Agreement.

Article 7, Management, is amended by adding a second paragraph to Article 7 which reads as follows: Pursuant to the Operating Agreement of the Company, the Members have elected Michael Ratcliff to serve as Manager/President of the Company, to serve until such time as his successor is duly elected and qualified.

Dated

Aug. 9

2005.

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member

J. Kevin Adams

\_\_\_\_\_  
Typed or printed name of signee

SECRET  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 08-08-05 BY 61091DA

05 AUG 11 AM 10:09

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Filing Fee: \$25.00

08-10-'05 07:39 FROM-Mosaic

8502311870

T-333 P02/04 U-067

FROM 18506225182 H2O PROPERTIES

(TUE) AUG 9 2005 15:05/ST. 15:04/No. 6844100418 P 2

From:H2O PROPERTIES

8503370570

09/09/2005 18:00

0030 P.002/004

Aug-09-05 12:17pm From-Local/Global Investments

001 263 1601

T-333 P.001/001 F-004

**UNANIMOUS WRITTEN CONSENT AND AUTHORIZATION OF THE MEMBERS  
OF H2O FLORIDA, LLC**

The undersigned constitute all of the Members of H2O Florida, LLC, a Florida limited liability company (the "Company"), and pursuant to the Operating Agreement of the Company take the following actions and adopt the following resolutions by unanimous written consent:

WHEREAS, the Articles of Organization for the company were filed February 9, 2003, with the Florida Secretary of State; and

WHEREAS, it is in the best interests of the Company to amend Article 3 of the Articles of Organization of the Company to change the principal place of business of the Company to 13390 Emerald Court Parkway, Davin Florida 32541; and

WHEREAS, pursuant to Article 3, Section 3.1 of the Operating Agreement of the Company, the management of the Company is vested in its Members and the Members may elect or appoint a Manager to assist in the day to day business of the Company as deemed necessary or desirable for the operation of the Company; and

WHEREAS, J. Kevin Adams currently serves as the Manager of the Company and the Members have determined it is in the best interests of the Company to elect his successor, who shall also have the title of President, and who is authorized to execute and deliver, on behalf of the Company, all documents pertaining to the operation and management of the Company; and

WHEREAS, it is in the best interests of the Company to amend Article 7 of the Articles of Organization of the Company to evidence the election of the successor Manager/President of the Company.

NOW THEREFORE, BE IT RESOLVED, that J. Kevin Adams, current Manager of the Company, is hereby authorized and directed to (1) prepare and execute an Amendment to Articles of Organization of the Company changing the principal place of business as stated hereinabove, evidencing the election of the successor Manager/President of the Company and file the Amendment of Articles of Organization with the Secretary of State of Tennessee; and (2) to take all such other actions to complete such change of principal address as is required.

BE IT FURTHER RESOLVED that the undersigned, comprising and being all of the Members of the Company, do hereby elect the following person to serve as the successor to J. Kevin Adams as Manager/President of the Company:

**Michael Ratloff**

The Manager/President shall serve for a term of one year or until such time as his successor is duly elected and qualified.

BE IT FURTHER RESOLVED that this Unanimous Written Consent and Authorization (the "Consent"), may be executed in one or more counterparts, each of which, taken together, shall constitute the Consent. The undersigned further agree that this Consent may be transmitted

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SECRETARY OF STATE  
FLORIDA

08-10-'05 07:39 FROM-Mosaic

8502311870

T-333 P03/04 U-067

FROM 18506225182 H2O PROPERTIES  
From:H2O PROPERTIES

(TUE)AUG 9 2005 15:05/ST. 15:04/No. 8844100416 P 3

8502370570

08/08/2005 18:01 0030 P.003/004

Aug-08-05 02:00pm From:Global Investments

001 200 1001

T-300 P.002/003 F-300

between them by facsimile signatures, and the parties further intend that facsimile signatures constitute original signatures and that a facsimile Consent (whether one or more counterparts) containing the originals (original or facsimile) of all parties is binding on the parties.

BE IT FURTHER RESOLVED that this Consent be filed of record in the Company Record Book.

Dated as of the 7 day of August, 2005.

[SIGNATURE PAGE FOLLOWS]

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05 AUG 11 AM 10:09  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

08-10-'05 07:39 FROM-Mosaic

8502311870

T-333 P04/04 U-067

FROM 18508225182 H2O PROPERTIES  
From:H2O PROPERTIES

(TUE)AUG 9 2005 15:05/ST. 15:04/No. 0844100410 P 4

8503370670

08/09/2005 15:01

2030 P.004/004

Aug-09-05 02:01pm From:Locally(Stoke) Investments

001 200 1001

T-000 P.011/011 P-000

H2O Properties, LLC  
a Florida Limited Liability company,  
Member

By:   
William R. Gordon, Jr.,  
Manager/President



Allen Adams, Member

Michael Ratcliff, Member

FIBO, LLC  
a Tennessee Limited Liability company,  
Member

By:   
Its: \_\_\_\_\_

JBE Ventures, LLC  
a Georgia Limited Liability company,  
Member

By:   
Its: 

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05 AUG 11 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA