

L050000 15243

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000280903 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : HARRISON, HENDRICKSON & KIRKLAND, P.A.
Account Number : I20010000002
Phone : (941) 746-1167
Fax Number : (941) 746-9229

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC -8 AM 10:25

FILED

RECEIVED

05 DEC -8 AM 9:39

DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

WILDERNESS CROSSINGS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$55.00

12/9/05

Electronic Filing Manual

Corporate Filing

Public Access Help

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
WILDERNESS CROSSINGS, LLC

Pursuant to Section 608.411, Florida Statutes (2004), Wilderness Crossings, LLC (the "Company"), hereby amends and restates its Articles of Organization as originally filed with the Florida Department of State on February 14, 2005, said Amended and Restated Articles of Organization to become effective upon filing with the Florida Department of State. The Company hereby restates its Articles of Organization to read as follow:

ARTICLE I

Name

The Name of the Company is Wilderness Crossings, LLC, a Florida limited liability company.

ARTICLE II

Commencement Date and Duration

The Company's existence commenced on February 14, 2005, and shall continue perpetually unless dissolved in accordance with Section 608.441 of the Act.

ARTICLE III

Purpose

The Company is created to purchase, develop, and sell real property, and to engage in any other lawful activity.

ARTICLE IV

Principal Office

The mailing address and the street address of the principal office of the Company is 3611 - 1st Street East, Suite 640, Bradenton, FL 34208.

FILED
05 DEC -8 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Registered Agent and Office

The registered agent for the Company for service of process shall remain Jason P. Capozella, and the address of the registered agent shall remain 3611 - 1st Street East, Suite 640, Bradenton, FL 34208.

ARTICLE VI
Management of Business

The Company shall be managed by a Manager or Managers. The current Manager is Siesta Bay Holdings, LLC. Managers shall be elected and shall serve as provided in the Operating Agreement. The Manager is hereby authorized to convey and encumber title to all real and personal property of the Company, borrow money or obtain other financial accommodations for the Company, create security interests in any property of the Company, and to otherwise deal with the assets and property of the Company in any manner which the Manager deems appropriate. In furtherance of such authorization, the Manager shall have the authority to execute on behalf of the Company any and all agreements, deeds, mortgages, security interests, conditional sales contracts, trust agreements, indentures, leases, conveyance documents, and all other certificates, instruments, affidavits, and documents as are necessary, reasonable or desirable to convey or encumber title to any real or personal property of the Company. The signature and execution of such documents by the Manager shall clearly set forth that the execution is on behalf of the Company, and that the Manager is signing on behalf of the Company. Third parties may rely upon the execution of such documents by the Manager as binding on the Company without further inquiry, consent, or approval. If there is more than one (1) Manager, any Manager shall have the authority to execute documents on behalf of the Company and to otherwise act for the Company as more fully set forth above. Managers are not required to be Members of the Company.

05 DEC - 8 AM 10:25
FILED
SECRETARY OF STATE
ALABAMA

ARTICLE VII

Admission of Additional Members

Additional Members may be admitted only by the unanimous vote of the Class A Members as provided in the Operating Agreement.

ARTICLE VIII

Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act unless limited by these Articles of Organization or the Operating Agreement.

ARTICLE IX

Property

(a) Ownership. All property originally paid or transferred to the Company as contributions to capital by the Members, or subsequently acquired by purchase or otherwise on account of the Company, shall be the property of the Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

ARTICLE X

Amendments

These Articles may be amended or restated at any time by the unanimous vote of the Class A Members. Such amendment or restatement shall be filed with the Florida Department of State in accordance of the provisions of Section 608.411 of the Act.

ARTICLE XI

Operating Agreement

An Operating Agreement shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Operating Agreement may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Operating Agreement shall be set forth therein.

FILED
DEC-8 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XII

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by its Manager, and no Member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such Member is also a Manager.

ARTICLE XIII

MEMBERSHIP CLASSES

The Company shall have two (2) Classes of Membership which shall be designated as "Class A" and "Class B". The rights, obligations, and responsibilities associated with each Class of Membership shall be set forth in the Operating Agreement for the Company.

WHEREFORE, these Amended and Restated Articles of Organization have been duly executed by the undersigned, as the sole Members of the Company, and are being filed in accordance with Section 608.411 of the Florida Limited Liability Company Act.

SIESTA BAY HOLDINGS, LLC

By [Signature]
David J. Johnston Member

05 DEC - 8 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF Florida
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 26th day of NOV., 2005 by David J. Johnston,* who is personally known to me or produced as identification, and did not take an oath.

*as a Member of Siesta Bay Holdings, LLC,

Notary Public

