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LIMITED LIABILITY AMENDMENT

HORIZONS DEVELOPMENT, LLC

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
HORIZONS DEVELOPMENT, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, as amended (the "Act"), **HORIZONS DEVELOPMENT, LLC**, a Florida limited liability company, adopts the following Articles of Amendment to its Articles of Organization:

- I. The name of the limited liability company is **HORIZONS DEVELOPMENT, LLC**.
- II. The filing date of the Articles of Organization of the limited liability company was April 8, 2005.
- III. The Articles of Organization of the limited liability company shall be amended as follows:
 - (i) Section 2 of the Articles of Organization of the limited liability company is hereby deleted in its entirety and restated as follows:

"2. Purpose. The Company's business and purpose shall consist solely of the following:

 - (a) to act as the sole member of Legacy Parc Horizons, LLC, a Delaware limited liability company ("Developer"), which shall be acquiring, operating, converting to condominium ownership and selling the real estate project known as Legacy Parc located in 1880 Destiny Boulevard, Kissimmee, Florida, pursuant to and in accordance with the Amended and Restated Limited Liability Company Operating Agreement of the limited liability company and the Limited Liability Company Operating Agreement of the Developer; and
 - (b) to engage in such other lawful activities permitted to limited liability companies by the Florida Limited Liability Company Act as are incidental, necessary or appropriate to the foregoing."
 - (ii) Section 3 of the Articles of Organization of the limited liability company is hereby deleted in its entirety and restated as follows:

"3. Address of Principal Office. The address (mailing and street address) of the registered and principal office of the limited liability

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company is 6000 Metro West Boulevard, Suite 105, Orlando, Florida 32835.

- (iii) Section 6 of the Articles of Organization of the limited liability company is hereby deleted in its entirety and restated as follows:

"6. Special Purpose Entity Provisions. The limited liability company shall subject to and comply with the special purpose entity provisions contained in the Limited Liability Company Operating Agreement of the limited liability company."

- (iv) Section 7 of the Articles of Organization of the limited liability company is hereby deleted in its entirety and restated as follows:

"7. Management. The business and affairs of the limited liability company shall be managed by or under the direction of the board of managers, which shall consist initially of three (3) managers, one of which shall be a Special Independent Manager as defined and provided in the Limited Liability Company Operating Agreement of the limited liability company."

- IV. Except as hereby amended, the Articles of Organization of the limited liability company shall remain the same.
- V. In accordance with Section 608.411(2) of the Act, these Articles of Amendment to the Articles of Organization shall be effective upon its filing with the Florida Department of State.
- VI. The foregoing Articles of Amendment to the Articles of Organization was proposed and unanimously approved by the board of managers of the limited liability company on June 17, 2005 in accordance with its operating agreement.

IN WITNESS WHEREOF, the undersigned Manager of the limited liability company has executed the foregoing Articles of Amendment to the Articles of Organization this 24TH day of June, 2005.

By: _____

Joseph Kantor, Manager

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the **Horizons Development, LLC** at the place designated in this certificate, I hereby accept the appointment as Registered Agent and 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.


Joseph Kantor, Registered Agent

Date: June 24, 2005.