

WS000039764

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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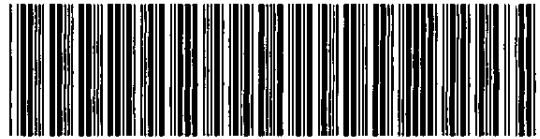
(Business Entity Name)

(Document Number)

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04/17/08--01035--006 **25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. Thomas APR 18 2009

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: STATION SQUARE CLEARWATER CONDO, 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:

REBECCA FAXIA

(Name of Person)

COASTAL CONST MGMT

(Firm/Company)

301 MAGNOLIA STREET

(Address)

NEW SMYRNA BEACH, FL 32168

(City/State and Zip Code)

For further information concerning this matter, please call:

REBECCA FAXIA

(Name of Person)

at (386) 423-9699

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

STATION SQUARE CLEARWATER CONDO, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 04.22.05 and assigned
Florida document number LD5000039764.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation
"L.L.C."

**B. If amending the registered agent and/or registered office address on our records, enter the name of the
registered agent and/or the new registered office address here:**

Name of New Registered Agent:

New Registered Office Address:

(Enter Florida street address)

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*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 relative to the proper and complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is
being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability
company has been notified in writing of this change.*

(If Changing Registered Agent, Signature of New Registered Agent)

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If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
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_____	_____	_____	<input type="checkbox"/> Remove

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D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

ACCOUNTING RECORDS, BANK ACCOUNT AS PER
- SEE ATTACHED AGREEMENT

Dated APRIL 16, 2008
Mark Frankel

Signature of a member or authorized representative of a member

MARK FRANKEL / MARK FRANKEL

Typed or printed name of signee

AGREEMENT OF MANAGERS
OF
STATION SQUARE CLEARWATER CONDO, LLC

AGREEMENT OF MANAGERS OF STATION SQUARE CLEARWATER CONDO, LLC (this "Agreement") is entered into effective as of the 12th day of February, 2008 (the "Effective Date") by and between each of the Persons executing a counterpart of this Agreement as a Managers of STATION SQUARE CLEARWATER CONDO, LLC, a Florida limited liability company (the "Company"), URSULA AMON, MENASHE FRANKEL, and YEHESKEL FRANKEL.

RECITALS :

WHEREAS, the undersigned are all of the Class A and Class B managers of the Company pursuant to that certain Amended and Restated Operating Agreement of the Company dated effective October 11, 2005 (as amended, the "Operating Agreement"); and

WHEREAS, the undersigned desire to agree on certain rights and obligations with respect to the ongoing management of the Company;

NOW, THEREFORE, in consideration of the mutual promises of the parties hereto and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties, intending to be legally bound, hereby agree as follows:

1. **Recitals; Defined Terms**. The Recitals clauses set forth hereinabove are true and correct and are incorporated herein by this reference. Except as expressly provided herein to the contrary, all capitalized terms utilized in this Agreement shall have the meanings ascribed to such terms in the Operating Agreement, as hereby amended.

2. **Accounting, Books and Records and Bank Accounts**. The Managers agree as follows:

a. **Books and Records**. The Class B Manager represents and warrants that prior to the Effective Date she has delivered to the Class A Manager all Books and Records in her possession and control. To the extent the Class B Manager discovers that she has retained any Books and Records of the Company she shall promptly deliver same to the Class A Manager. The Class A Manager confirms receipt of said Books and Records and agrees that it shall hold such Books and Records so delivered by the Class B Manager in accordance with the terms and conditions of Article XI of the Operating Agreement. Further the Class A Manager agrees to maintain all future Books and Records of the Company in accordance with the terms and conditions of Article XI of the Operating Agreement.

b. **Accounting Services**. The parties agree that from and after the Effective Date, the Class A Manager shall be responsible to provide accounting services for the Company (including retaining out accounting firm to provide such services) all in accordance with the provisions of Article XI of the Operating Agreement. Nothing shall be construed to limit the obligation of the Company to pay for such services.

c. **Bank Accounts**. The parties agree that from and after the Effective Date, the Class A Manager shall select the financial institutions(s) for the Company's bank accounts and Menashe Frankel or Yeheskel Frankel shall be the only parties authorized to sign checks or disbursements from such accounts,

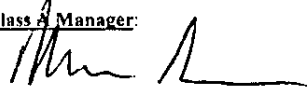
3. **Counterpart Signatures**. This Agreement may be executed in several counterparts, and by facsimile signature, and all so executed shall constitute one agreement, binding on all the parties hereto, notwithstanding that all parties are not signatory to the original or the same counterpart.

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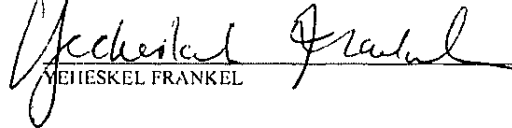
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IN WITNESS WHEREOF, the parties hereto have executed this Agreement to be effective as of the Effective Date.

Class A Manager:



MENASHE FRANKEL



VEITESKEL FRANKEL

CLASS B MANAGER:



URSULA AMON

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