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CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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TALLAHASSEE, FLORIDA

CONTACT: KATIE WONSCH

DATE: 05/11/2005

REF. #: 000672.37958

CORP. NAME: HERNANDO BEACH DEVELOPMENT, LLC

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: ARTICLES OF CORRECTION | | |

STATE FEES PREPAID WITH CHECK# 512546 FOR \$ 55.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF CORRECTION
TO ARTICLES OF ORGANIZATION OF
HERNANDO BEACH DEVELOPMENT, LLC**

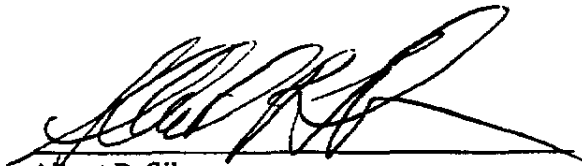
FILED
05 MAY 11 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby executes and swears to these Articles of Correction to Articles of Organization of **HERNANDO BEACH DEVELOPMENT, LLC**, a Florida limited liability company (the "Company"), pursuant to the Florida Limited Liability Company Act, as amended, *Florida Statutes* § 608.4115:

1. Name of Company. The name of the Company is **HERNANDO BEACH DEVELOPMENT, LLC**.
2. Date of Filing of Articles of Organization. The Company filed its Articles of Organization (the "Articles") with the Florida Department of State on May 6, 2005, a copy of which is attached hereto and made a part hereof.
3. Correction to Articles of Organization. Paragraph 4 of the Company's Articles incorrectly reflects the place of principal office of the Company and is hereby corrected to read as follows:

"4. Place of Principal Office. The mailing address of the Company's principal office is P. O. Box 1839, Tampa, FL 33601 and the street address of the Company's principal office is 110 S. Magnolia Avenue, Suite 204, Tampa, Florida 33606."

The undersigned has executed these Articles of Correction to Articles of Organization on the 11th day of May, 2005.


Albert P. Silva
Authorized Representative of Member

ARTICLES OF ORGANIZATION
OF
HERNANDO BEACH DEVELOPMENT, LLC

FILED
05 MAY - 6 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is **HERNANDO BEACH DEVELOPMENT, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.
2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida, subject to the Operating Agreement of the Company.
4. Place of Principal Office. The mailing of the Company's principal office is P. O. Box 1833, Tampa, FL 33605 and the street address of the Company's principal office is 110 S. Magnolia Avenue, Suite 204, Tampa, FL 33606.
5. Registered Agent and Office. The name of the initial registered agent of the Company is **F & L Corp.** The street address of the initial registered agent of the Company is **One Independent Drive, Suite 1300, Jacksonville, FL 32202.**
6. Management of the Company. The management of the Company shall be vested in the managers of the Company. The initial managers of the Company are **Suarez Financial Group, Inc.**, a Florida corporation, and **Bayfront Development Group, LLC**, a Florida limited liability company.
7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.
8. Additional Members. Additional members to the Company may be admitted, but only upon the consent of all of the other members of the Company at the time admission is sought, or as may otherwise be permitted under the Company's Operating Agreement.

The undersigned executed these Articles of Organization effective on the 6th day of May, 2005.

In accordance with Section 608.408(3), *Florida Statutes*, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Albert P. Silva,
Authorized Representative of Member

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F & L Corp.

By: Randolph J. Wolfe
Randolph J. Wolfe, Vice President

Dated: 5-6-, 2005