

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.**

((H05000155719 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 : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)  
Account Number : 071005001001  
Phone : (727) 441-8966  
Fax Number : (727) 442-8470

105-61515

**LIMITED LIABILITY AMENDMENT**

**BAY PLAZA REALTY, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$30.00

Electronic Filing Menu

Corporate Filing

Public Access

DIVISION OF CORPORATION

05 JUN 24 PM 3:12

RECEIVED

05 JUN 24 AM 9:43

FILED

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

H05000155719 3

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
BAY PLAZA REALTY, LLC**

The undersigned hereby certifies on June 20, 2005 under document # L05000061515 a limited liability company was formed under the State of Florida. The undersigned now desires to restate and amend the articles set forth herein;

**ARTICLE I**

**Name**

The name of the limited liability company shall be **BAY PLAZA REALTY, LLC.**

**ARTICLE II**

**Address and Place of Business**

The mailing address and principal place of business for the limited liability company is: 8402 Laurel Fair Circle, Suite 205, Tampa, Florida 33610

**ARTICLE III**

**Period of Duration**

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by an operating agreement adopted by the Members of the limited liability company.

**ARTICLE IV**

**Purposes**

Thomas C. Nash, II, Esq.  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 200  
Clearwater, FL 33756  
(727) 441-8966

**FILED**  
05 JUN 28 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H05000155719 3

The purpose of the limited liability company is limited solely to acting as the Manager of The Park at Bay Plaza, LLC and Bay Plaza Investors, LLC and to engage in any activity and to exercise any power permitted to limited liability companies under the laws of the State of Florida that are incident, necessary and appropriate to accomplish the foregoing.

## ARTICLE V

### General Powers

The limited liability company shall have the power to do all those things consistent with the terms of the operating agreement of the limited liability company.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is 625 Court Street, Suite 200, Clearwater, FL 33756 and the initial registered agent at such address is Thomas C. Nash, II. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. Thomas C. Nash, II is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

## ARTICLE VII

### Management

The management of the limited liability company shall be vested in one or more managers as set forth in the Operating Agreement and as otherwise determined by the Members. The initial Manager shall be:

Randy Ferreira

8402 Laurel Fair Circle, Suite 205

Thomas C. Nash, II, Esq.  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 200  
Clearwater, FL 33756  
(727) 441-8966

FILED  
JUN 24 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H05000155719 3

Tampa, Florida

**ARTICLE VIII****Operating Agreement**

The Members of the limited liability company may adopt an operating agreement pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the Members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

**ARTICLE IX****Acknowledgment**

The undersigned, being the Member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of **BAY PLAZA REALTY, LLC**. These Articles of Organization may be amended from time to time by the Members in the manner now or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this

24 day of June, 2005.

By: 

Thomas C. Nash, II

Thomas C. Nash, II, Esq.  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 200  
Clearwater, FL 33756  
(727) 441-8966

JUN-24-2005 14:05

MACFARLANE FERGUSON

727 442 8470 P.05/06

H05000155719 3

Attorney and Authorized Representative  
for the Members

**FILED**  
05 JUN 24 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thomas C. Nash, II, Esq.  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 200  
Clearwater, FL 33756  
(727) 441-8966

H05000155719 3

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:  
**BAY PLAZA REALTY, LLC**
  
2. The name and address of the registered agent and office is:

Thomas C. Nash, II  
625 Court Street  
Suite 200  
Clearwater, Florida 33756

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Dated this 24 day of June, 2005.

  
\_\_\_\_\_  
Thomas C. Nash, II

**FILED**  
05 JUN 24 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

h:\data\city\ten\blue rock\bay plaza\bay plaza realty\bayplazarealty.articles.doc

Thomas C. Nash, II, Esq.  
Macfarlane Ferguson & McMullen  
625 Court Street, Suite 200  
Clearwater, FL 33756  
(727) 441-8966