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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CALOOSA ROAD, LLC
(Name of Limited Liability Company)

Dear Sir or Madam:

The enclosed Resignation of Member, Managing Member or Manager and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark G. Nucilli, 714 SE 8th Court, Delray Beach, FL 33483
(Name of Person)

(Firm/Company)

(Address)

(City/State and Zip Code)

For further information concerning this matter, please call:

Mark G. Nucilli at (561) 719-6356
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☒ \$25 Filing Fee

☐ \$55 Filing Fee &
Certified Copy

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STATE
FLORIDA



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER

I, 1031 Exchange Corporation, hereby resign as Manager/Member
(Title)

of CALOOSA ROAD, LLC
(Limited Liability Company)

a limited liability company organized under the laws of the State of Florida

and affirm that the limited liability company has been notified in writing of the resignation.

1031 Exchange Corporation
Susan H. Huell, Vice Pres.
(Signature of resigning manager, managing member or member)

FILED
66 MAR 14 04:10:59
STATE
FLORIDA

FILING FEE IS \$25.00

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**MEMBERS ACTION BY UNANIMOUS CONSENT
WITHOUT A MEETING OF**

CALOOSA ROAD , LLC

The undersigned, presently being all the members representing 100% of the Relative Capital Account Vote which includes all the members who would be entitled to vote upon the actions hereinafter set forth at a formal joint meeting of the members of CALOOSA ROAD, LLC (Company), a Florida limited liability company, do hereby consent to the following actions to the same extent, and to have the same force and effect as if adopted at a formal special meeting of the members of said company.

RESOLVED that the Company accept the resignation of its managing member, 1031 EXCHANGE CORPORATION, a Florida corporation, by Susan N. Mills, Vice President, and

FURTHER RESOLVED, that Mark G. Nucilli and Sheila M. Nucilli be named the new managing member of the Company be named a member.

The undersigned further directs the Company to accept the offered cancellation of the 1031 EXCHANGE CORPORATION membership certificate and directs Susan N. Mills, Vice President of Managing Member, prior to resignation as Managing Member, to issue new certificates representing 100% of the Relative Capital Account Vote to Mark G. Nucilli and Sheila M. Nucilli as of the date of this action without a meeting. The Company is further directed to file the appropriate notice of the resignation with the Florida Division of Corporations

The undersigned do hereby consent and affirm that the actions set forth in the foregoing resolution shall have the same force and effect as if taken at a duly constituted meeting of the members of the Company and that this document be filed with the new managing members of the Company and shall be made a part of the minutes of the Company.

Dated:

Successor Members:

Jon Cook

Mark G. Nucilli

Mark G. Nucilli
Manager Member

Sheila M. Nucilli

Sheila M. Nucilli

Sheila M. Nucilli
Manager Member

Resigning Member:

1031 Exchange Corporation, Managing Member

Susan N. Mills

By: Susan N. Mills
Its: Vice President

2/21/06

FILED
FEB 21 2006
TALLAHASSEE
FLORIDA

ASSIGNMENT OF MEMBER'S INTEREST

THIS AGREEMENT, made and entered into at Palm Beach County, Florida this 21st day of February, 2006, by and between 1031 Exchange Corporation, a Florida corporation, as Assignor, hereinafter called "First Party", and Mark G. Nucilli and Sheila M. Nucilli, as Assignee, hereinafter called "Second Party".

WITNESSETH

That the First Party, for Ten Dollars (\$10.00) and other good and valuable considerations to them in hand paid simultaneously with the execution and delivery of these presents by the Second Party, the receipt whereof is hereby acknowledged, have granted, bargained, sold, assigned, transferred, set over and delivered, and by these presents do grant, bargain, sell, assign, transfer, set over, and deliver unto the Second Party, 100% of the ownership interest owned by Assignor in CALOOSA ROAD, LLC.

The First Party hereby represents unto the Second Party, and covenants and agrees with the Second Party as follows:

- (a) First Party, the owner of the membership interest in CALOOSA ROAD, LLC has full power and lawful authority to effect the sale and transfer; and
- (b) That the First Party, as the sole member in CALOOSA ROAD, LLC, is not in default under any of the terms, conditions and provisions contained in said Company's Articles of Organization or its Regulations.

Second Party expressly accepts and assumes all of the terms, covenants, conditions, obligations and liabilities of membership in CALOOSA ROAD, LLC to be kept and performed by First Party, from and after the date of this Agreement, and further agrees to execute a Uniform Business Report which will be filed with the Department of State, State of Florida.

IN WITNESS WHEREOF, the parties have hereto affixed their hands and seals at the place, on the day and year herein above written.

Witnesses:

Laurie McDonald

First Party:

1031 Exchange Corporation

Susan N. Mills
By: Susan N. Mills Its: Vice President

Second Party:

Mark G. Nucilli

Mark G. Nucilli
Manager Member

Sheila M. Nucilli

Sheila M. Nucilli
Manager Member