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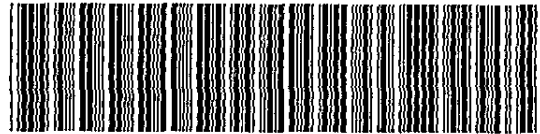
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STATE OF FLORIDA

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Solid Lake Park Investors, 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:

Karen Leopold, Esq.

(Name of Person)

Leopold, Korn & Leopold, P.A.

(Firm/Company)

20801 Biscayne Blvd., Suite 501

(Address)

Aventura, FL 33180

(City/State and Zip Code)

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For further information concerning this matter, please call:

Karen Leopold

(Name of Person)

at ( 305 ) 935-3500

(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

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

SOLID LAKE PARK INVESTORS, LLC

(Present Name)  
(A Florida Limited Liability Company)

**FIRST:** The Articles of Organization were filed on September 2, 2005 and assigned document number 105000086977.

**SECOND:** This amendment is submitted to amend the following:

SEE ATTACHED

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FLORIDA

Dated OCTOBER 12th, 2005.

\_\_\_\_\_  
Signature of a member or authorized representative of a member

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$25.00**

**AMENDMENT TO**  
**ARTICLES OF ORGANIZATION**  
**SOLID LAKE PARK INVESTORS, LLC,**  
**A FLORIDA LIMITED LIABILITY COMPANY**

1. **ARTICLE III is deleted in its entirety and the following language is substituted:**

**ARTICLE III**  
**PURPOSE**

The business and purpose of Solid Lake Park Investors, LLC ("the Company") shall consist solely of the following:

- (i) To acquire a membership interest in and act as a member of **SOLID LAKE PARK, LLC** (the "LLC"), which is engaged solely in the ownership, operation and management of the real estate project known as Pleasant Lake RV Resort, located in Manatee County, Florida (the "Property"), pursuant to and in accordance with these Articles of Organization and the LLC's Articles of Organization; and
- (ii) to engage in such other lawful activities permitted to limited liability companies by Chapter 608, Florida Statutes, as are incidental, necessary or appropriate to the foregoing.

2. The following **ARTICLE V** is added:

**ARTICLE V**  
**LIMITATIONS**

Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Company, the Company shall not, without the unanimous consent of the Members, do any of the following:

- (i) engage in any business or activity other than those set forth in Article III or cause or allow the LLC to engage in any business or activity other than as set forth in its Articles of Organization;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the acquisition of the Property (the "Mortgage"), indebtedness permitted thereunder and normal trade accounts payable in the ordinary course of business;

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- (iii) cause the LLC to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;
- (iv) dissolve or liquidate, in whole or in part;
- (v) cause or consent to the dissolution or liquidation, in whole or in part, of the LLC
- (vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (vii) cause the LLC to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;
- (viii) with respect to the Company or the LLC, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution or bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Company or the LLC or a substantial part of property of the Company or the LLC, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; amend Articles III, V and VI or approve an amendment to Articles III, V and VI of the Articles of Organization governing the LLC; or
- (ix) withdraw as a member of the LLC.
- (x) In addition to the foregoing, so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Company shall not, without the written consent of the holder of the Mortgage, take any action set forth in items (i) through (vii) and items (ix) and (x).

3. The following **ARTICLE VI** is added:

**ARTICLE VI  
SEPARATENESS/OPERATIONS MATTERS**

The Company shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

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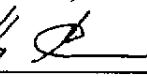
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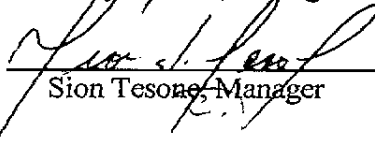
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

Date: October 12, 2005

Signature of Managers:

By:   
Gabriel Markovich, Manager

By:   
Harry Seidner, Manager

By:   
Sion Tesone, Manager

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TALLAHASSEE, FLORIDA

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