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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN****P & S BONITA, LLC**

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**EXAMINER**

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**SECOND AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF**

**P & S BONITA, LLC,  
a Florida Limited Liability Company**

These SECOND AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF P & S BONITA, LLC (these "Second Amended and Restated Articles") are made and entered into by the undersigned as of the "Effective Date" (as defined below).

**WITNESSETH:**

WHEREAS, P & S Bonita, LLC, a Florida limited liability company (the "Company"), was formed pursuant to certain Articles of Organization of P & S Bonita, LLC filed among the records of the Florida Department of State (the "Department") on January 26, 2006 (the "Original Articles"), as amended by those certain Amended and Restated Articles of Organization of P & S Bonita, LLC, filed among the records of the Department on August 7, 2008 (the "Amended Articles") (collectively, the "Articles") under and pursuant to the Florida Limited Liability Company Act, as amended (the "Act") and other relevant laws of the State of Florida;

WHEREAS, Stephen L. Pistner, an individual resident of the State of Florida ("Pistner"), was named in the Original Articles as the manager of the Company;

WHEREAS, pursuant to the Amended Articles, Andrews Manor Limited Partnership, a Maryland limited partnership ("AMLPP"), being the sole member of the Company at that time, amended the Original Articles to replace Pistner as the manager of the Company with Goldberg GP Corporation, a Delaware corporation ("Goldberg GP Corp");

WHEREAS, Pistner has now replaced (i) AMLPP as the sole member the Company, and (ii) Goldberg GP Corp as the manager of the Company;

WHEREAS, Pistner, in his capacity as the sole Member of the Company, desires to amend and restate the Articles as set forth herein; and

WHEREAS, these Second Amended and Restated Articles have been executed by Pistner as the sole Member of the Company, and Pistner hereby submits these Second Amended and Restated Articles to the Department for filing in accordance with Section 608.411 of the Act.

NOW, THEREFORE, the Articles are hereby amended and restated in their entirety as follows, and all terms of the Articles are hereby superseded and replaced in their entirety by these Second Amended and Restated Articles as of the Effective Date hereof:

**ARTICLE 1  
INCORPORATION OF RECITALS**

The foregoing Recitals are hereby incorporated into these Second Amended and Restated Articles to the same extend as if set forth herein in full.

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## **ARTICLE II NAME**

The name of the limited liability company is and shall continue to be **P & S BONITA LLC**, a Florida limited liability company.

## **ARTICLE III PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be 10 Seagate Drive, Penthouse 1 North, Naples, Florida 34103.

## **ARTICLE IV REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered agent of the Company is 10 Seagate Drive, Penthouse 1 North, Naples, Florida 34103, and the name of the registered agent at such address is Patricia Pistner.

## **ARTICLE V MEMBERS; ADMISSION OF MEMBERS**

AMLPL was the sole member of the Company. Pursuant to (i) that certain Distribution and Redemption Agreement dated December 31, 2008, between (a) AMLPL, (b) Andrews Investment Limited Partnership, a Maryland limited partnership, and (c) Pistner (the "Distribution and Redemption Agreement"), and (ii) that certain Second Amendment to Operating Agreement and Regulations of P & S Bonita, LLC, dated December 31, 2008 (the "Second Amendment to Operating Agreement"), Pistner has replaced AMLPL as the sole member of the Company. The members of the Company may admit new members to the Company as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and Regulations. Newly admitted members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

## **ARTICLE VI EFFECTIVE DATE**

These Second Amended and Restated Articles shall be effective as of the date of filing.

## **ARTICLE VII DURATION**

The term of the Company commenced on January 26, 2006, and the Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a Member in the Company, the remaining members shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

**ARTICLE VIII  
ADOPTION OF OPERATING AGREEMENT AND REGULATIONS**

The affairs of the Company are governed by that certain Operating Agreement and Regulations of the Company (together with any amendments thereto, the "Operating Agreement and Regulations") that has been adopted by the members of the Company. The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Second Amended and Restated Articles.

**ARTICLE IX  
MANAGER; REPLACEMENT MANAGER**

The Company will be managed by one or more managers, who shall be designated, appointed or elected by the members, as more fully described in the Operating Agreement and Regulations. The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. Pistner was named in the Original Articles as the initial manager of the Company, and was replaced by Goldberg GP Corp in the Amended Articles. Pursuant to (i) the Distribution and Redemption Agreement, and (ii) the Second Amendment to Operating Agreement, Pistner became the sole member of the Company and replaced Goldberg GP Corp as the manager of the Company. Pistner shall serve as the replacement manager of the Company until such time as a successor or substitute is elected, appointed or designated in accordance with the Operating Agreement and Regulations. Accordingly, the name and address of the manager of the Company is as follows:

**Manager: Stephen L. Pistner  
10 Seagate Drive, Penthouse 1 North  
Naples, Florida 34103**

[signatures begin on the following page]

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IN WITNESS WHEREOF, the undersigned, being the duly authorized sole member of the Company, has executed these Second Amended and Restated Articles on this 6<sup>th</sup> day of April, 2009.

**SOLE MEMBER:**

  
Stephen L. Pistner

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**ACCEPTANCE BY REGISTERED AGENT**

I, Patricia Pistner, having been duly designated to act as Registered Agent hereunder and to accept service of process for P & S Bonita, LLC, a Florida limited liability company, 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 am familiar with and accept the designations of my position as Registered Agent.

By:

  
Patricia Pistner

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