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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 905016 7522822

AUTHORIZATION :

COST LIMIT : 25.00

ORDER DATE : March 7, 2006

ORDER TIME : 11:55 AM

ORDER NO. : 905016-005

CUSTOMER NO: 7522822

FILED
2006 MAR - 8 PM 3:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

DOMESTIC AMENDMENT FILING

NAME: DAVIS DIRECTED INVESTMENT, LLC

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

E CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
DAVIS DIRECTED INVESTMENT, LLC
(A Florida Limited Liability Company)**

FILED
2006 MAR -8 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The Articles of Organization were filed on 02-27-2006 and assigned document number L06000020718.

SECOND: This amendment is submitted to amend and restate the Articles of Organization as follows:

ARTICLE I

The name of the Limited Liability Company is DAVIS DIRECTED INVESTMENT, LLC.

ARTICLE II

The street address of the principal office of the Limited Liability Company is:

9190 MICHAEL CIRCLE, UNIT 3
NAPLES, FL. US 34113

The mailing address of the Limited Liability Company is:

9190 MICHAEL CIRCLE, UNIT 3
NAPLES, FL. US 34113

ARTICLE III

The purpose for which this Limited Liability Company is being organized is:

ANY AND ALL LAWFUL BUSINESS.

ARTICLE IV

The name and Florida street address of the Registered Agent is:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301

Having been named as Registered Agent and to accept service of process for the above named Limited Liability Company, at the place designated in these Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to

comply with the provisions of Florida law 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.

Registered Agent Signature: LAURA R. DUNLAP

ARTICLE V

The management of the Limited Liability Company shall be vested in one or more Managers, and is therefore a manager – managed company. The name and address of the initial manager is:

GLENN M. DAVIS, 2465 CARY HILL ROAD, CHITTENANGO, NY 13037.

ARTICLE VI

The right of the remaining Members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a member in the Limited liability Company shall be as follows: *Such remaining Members shall continue the Limited Liability Company if, by majority vote, they elect to do so.*

ARTICLE VII

The period of duration for this Limited Liability Company is perpetual.

ARTICLE IX

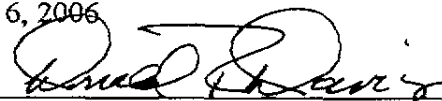
The Limited Liability Company shall indemnify its members to the fullest extent permitted by Florida Business Corporation Act.

IN WITNESS THEREOF, the undersigned has executed the foregoing Articles of Amendment to Articles of Organization of DAVIS DIRECTED INVESTMENT, LLC, and acknowledges them to be his act on this 6th day of March, 2006.

(The execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)

Dated: March 6, 2006

By:


Signature of a member or authorized representative of a member

By:

DONALD R. DAVIS
Typed or printed name of signatory

Filing Fee: \$25.00