

L06000029939

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

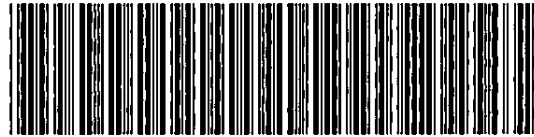
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800095516418

04/13/07--01025--011 **25.00

RECEIVED
07 APR 13 PM 1:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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07 APR 13 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Orange Grove, LLC

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TALLAHASSEE, FLORIDA

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ☒ Art. of Amend. File LC
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ☒ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____

Signature _____

Requested by: WL

Name _____

Date 4/13

Time 1:30

Walk-In _____

Will Pick Up _____

Courier _____

AMENDMENT TO AND RESTATEMENT OF ARTICLES OF ORGANIZATION
OF
ORANGE GROVE, LLC

(Filed in accordance with s. 608.411, F.S.)

The undersigned, for the purpose of forming a Limited Liability Company for profit under the laws of the State of Florida, hereby adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is:

ORANGE GROVE, LLC

ARTICLE II - TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of this Limited Liability Company are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be 1770 North Tamiami Trail, Sarasota, Florida 34234.

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ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Limited Liability Company is 41 West Realty Group, Inc. 1770 North Tamiami Trail, Sarasota, Florida 3424, and the registered agent at such office is Terry L. Fine.

ARTICLE VI - MANAGEMENT

The management of this Limited Liability Company is reserved to its members, whose names and addresses are as follows:

Anti-Dissolution Provisions:

Notwithstanding anything to the contrary contained in this operating agreement/regulations of Orange Grove LLC, the Company and its members hereby waive their right to dissolve or terminate (and waive their right to consent to the dissolution or termination of) the Company and shall not take any action towards that end, so long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "**Lender**"), except upon the express prior written consent of Lender. Further, the death, retirement, incapacity, insanity, expulsion or resignation, bankruptcy, insolvency, dissolution or other similar proceeding of, or pertaining to, any member, or any other event or act causing dissolution of the Company pursuant to Florida law, shall not constitute an event of liquidation, dissolution or termination of the Company, except upon the express prior written consent of Lender. Any amendments to this anti-dissolution provision of this Company shall require the prior written consent of Lender, provided that such consent shall not be required once the Company no longer has any indebtedness or other obligation of any kind whatsoever owing or due Lender. This amendment shall cease to be of further force or effect once the Company

no longer has any outstanding indebtedness or other obligation of any kind whatsoever owing or due Lender.

Single Asset Entity Language:

The Mortgage, Security Agreement and Fixture Filing specifically provides that the Borrower "shall not hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real or personal property other than the Property commonly known as Orange Grove Mobile Home Park, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property, until such time as the Indebtedness has been fully repaid and all Obligations are satisfied. Borrower's organizational documents limit its purpose to the acquisition, operation and disposition of the Property, and such purposes shall not be amended without the prior written consent of Lender". Therefore, the Borrower's "Purpose" language must be limited to the following:

The purpose of the Company shall be solely to acquire, operate and dispose of that real property described in the attached Exhibit A, commonly known as Orange Grove Mobile Home Park, in Bradenton, Florida (the "**Property**"). So long as the Company is obligated on any indebtedness or obligations of any kind whatsoever to LaSalle Bank National Association, a national banking association (and its successors and/or assigns, collectively, "**Lender**"), except upon the express prior written consent of Lender: (i) the foregoing statement of purpose shall not be amended; and (ii) the Company shall not hold or acquire, directly or indirectly, any ownership interest (legal or equitable) in any real or personal property other than the Property, or become a shareholder of or member or partner in any entity which acquires or holds any property other than the Property.

ARTICLE VI - MANAGEMENT

This Limited Liability Company shall be managed by a manger selected by a majority vote of its members.

ARTICLE VII - VOTING

All members shall be entitled to vote on matters relating to

the business operations of this Limited Liability Company. Each member shall have one vote for each membership unit owned.

ARTICLE VIII - ADDITIONAL MEMBERS

No person may be admitted as a member of this Limited Liability Company unless each existing member consents in writing to the admission of such additional member.

ARTICLE IX - CONTINUATION OF BUSINESS OPERATIONS

In the event of 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, the remaining members shall continue the business operations of this Limited Liability Company.

ARTICLE X - AMENDMENT

These Articles of Organization may be amended in certain instances by the members as provided by statute.

The undersigned has executed these Articles of Organization
this _____ day of _____, 2007.

Gary Harris
Gary Harris, managing member

S/ Sarah H. Crosby

"MEMBERS"

"AUTHORIZED REPRESENTATIVE"

S/ Dan Villwock
Richard H. Villwock
Richard H. Villwock
Terry E. Fine

S/ Steven Villwock
David Villwock
DAVID VILLWOCK

S/ Linda Sue Gardner
PACK HOUSE, INC.
By: [Signature]

The undersigned has executed these Articles of Organization
this 23rd day of March, 2007.

Gary Hargis
Gary Hargis, Managing Member
Sarah H. Crosby
Sarah H. Crosby

"MEMBERS"

"AUTHORIZED REPRESENTATIVE"

Dann Villwock
Richard H. Villwock
Richard H. Villwock
Terry L. Fine
Terry L. Fine

See attached
Steven Villwock

See attached
David Villwock

Linda Sue Gardner
Linda Sue Gardner
Pace House, Inc.
By: Terry L. Fine

The undersigned has executed these Articles of Organization
this 23 day of March, 2007.

S/
Gary Harris, managing member

S/
Sarah H. Crosby

"MEMBERS"

"AUTHORIZED REPRESENTATIVE"

Dann Villwock
Dann Villwock

Richard H. Villwock
Richard H. Villwock

Terry E. Fine
Terry E. Fine

S/
Steven Villwock

S/
David Villwock

S/
Linda Sue Gaudner
PACER HOUSE, INC.
By: tem

The undersigned has executed these Articles Of Organization
this _____ day of _____, 2007.

Gary Harris
Gary Harris, Managing Member

S/
Sarah H. Crosby

"MEMBERS"

"AUTHORIZED REPRESENTATIVE"

S/
Dann Villwock

Richard H. Villwock
Richard H. Villwock

Terry L. Fine

Steven V. Villwock

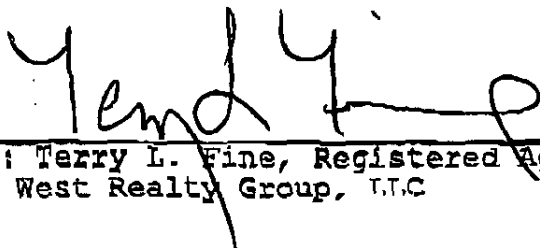
S/
DAVID VILLWOCK

S/
Linda Sue Gardner

Pack House, Inc.
By: [Signature]

Having been named as Registered Agent and to accept service of process for ORANGE GROVE, LLC at the place designated in the foregoing 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 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.

3-21-07
Date


By: Terry L. Fine, Registered Agent
41 West Realty Group, LLC

(END:dg\w*\2007.LLC)