

L06000031591

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2009 MAY 22 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

M. THOMAS

MAY 26 2009

EXAMINER



may 4, 2009  
April 30, 2009

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

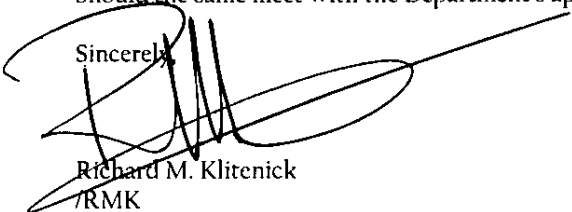
RE: PETER DOWNIE, LLC

To Whom It May Concern:

Enclosed herein please find the original Amended & Restated Articles of Organization of PETER DOWNIE, LLC, along with a check in the amount of FIFTY & 00/100<sup>ths</sup> DOLLARS (\$50.00) to cover filing fees. *Further, please note that the registered agent has been changed to Richard M. Klitenick, Esq.*

Should the same meet with the Department's approval, please file the Articles of record as soon as possible.

Sincerely,

  
Richard M. Klitenick  
/RMK  
Enclosure as stated

c: client

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2009 MAY 22 AM 9:09  
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 7, 2009

RICHARD M KLITENICK  
1009 SIMONTON STREET  
KEY WEST, FL 33040

SUBJECT: PETER DOWNIE, LLC  
Ref. Number: L06000031591

We have received your document for PETER DOWNIE, LLC and check(s) totaling \$50.00. However, your check(s) and document are being returned for the following:

We are returning your check for \$50.00 to be replaced by one in the correct amount of \$25.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas  
Regulatory Specialist II

Letter Number: 409A0001555

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 MAY 22 AM 9:09

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May 14, 2009

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: PETER DOWNIE, LLC

To Whom It May Concern:

Enclosed herein please find check number 094 in the amount of \$25 as filing fee for the Amended & Restated Articles of Organization of PETER DOWNIE, LLC, along with the letter from Marsha Thomas, Regulatory Specialist II, dated May 7, 2009. *Please note that the registered agent has been changed to Richard M. Klitenick, Esq.*

Should the same meet with the Department's approval, please file the Articles of record as soon as possible.

Sincerely,

Jeffrey Dunaway  
Assistant to Richard M. Klitenick, Esq.

~~/s/~~rd

Enclosures as stated

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SECRETARY OF STATE  
TALLAHASSEE FL 32310

AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION

OF

PETER DOWNIE, LLC

Having previously formed and created a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, I do hereby execute and adopt these Amended and Restated Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be:

**"PETER DOWNIE, LLC"**

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence began at the date and time when the original Electronic Articles of Organization were filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Street Address:

1111 Duval Street  
Key West, FL 33040

Mailing Address:

1111 Duval Street  
Key West, FL 33040

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's registered agent in the State of Florida is: *1009 Simonton Street, Key West, Florida 33040*. The name of the registered agent at such registered office is:

RICHARD M. KLITENICK, ESQ.

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#### ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

#### ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company, it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

#### ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by one (1) Manager, MICHAEL NICHOLL, and no other persons or individuals shall have the right to manage this Limited Liability Company unless MICHAEL NICHOLL, or his survivor, is removed by the Members, resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by MICHAEL NICHOLL until he resigns, dies, is removed or retires, or consents to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager of MICHAEL NICHOLL, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted Operating Agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units

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SECRETARY OF STATE

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in this Limited Liability Company.

In accordance with the foregoing, the names and address of the Manager of this Limited Liability Company is:

Name of Manager

MICHAEL NICHOLL

Address

1111 Duval Street  
Key West, FL 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Manager shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a Manager-managed company, the Manager shall have all of the rights afforded under Fla. Stat. § 608.422(4)(b) (or successor statute); and the rights afforded the Manager hereunder shall not be abridged by any subsequent amendments to this limited liability company's Operating Agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company may engage in professional design services; ownership, investment in, purchase, leasing, sale and improvement of real property and/or retail businesses, investments and other financial ventures, and any and all other lawful businesses.

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

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ARTICLE X - OPERATING AGREEMENT

Upon the majority consent of all members hereto, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the manager and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned Member of this limited liability company has executed these Amended and Restated Articles of Organization on this 30<sup>th</sup> day of April, 2009.

PETER DOWNIE, LLC  
a Florida Limited Liability Company

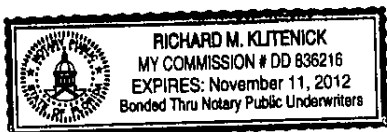
By:

Peter Downie  
PETER DOWNIE, Member

STATE OF FLORIDA  
COUNTY OF MONROE

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared, PETER DOWNIE, the signor who appeared before me at the time of this notarization, and is personally known to me or has produced N/A as identification and is known to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 30<sup>th</sup> day of April, 2009.



[Signature]  
Notary Public-State of Florida  
RICHARD M. KLITENICK  
Printed Name of Notary Public  
Notary Public, State of Florida  
DD 836216  
Serial Number of Commission



**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That **PETER DOWNIE, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, County of Monroe, State of Florida, has named **RICHARD M. KLITENICK, ESQ.**, as its agent to accept service of process.

Signature:   
PETER DOWNIE

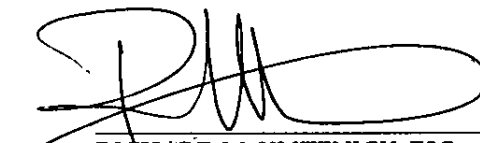
Title: Member

Date: April 30, 2009

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Amended and Restated Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:

  
RICHARD M. KLITENICK, ESQ.  
April 30, 2009

**FILED**  
2009 MAY 22 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA