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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: SOUTHERN COMFORT PROPERTIES, 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:

STEPHANIE M. ROSSI

(Name of Person)

HOLDEN, RAPPENECKER & EUBANK, PA

(Firm/Company)

2772-S NW 43rd Street

(Address)

Gainesville, FL 32606

(City/State and Zip Code)

For further information concerning this matter, please call:

Stephanie M. Rossi

(Name of Person)

at ( 352 ) 377-5900

(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

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2006 JUL 18 PM 3:18

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF**

**SOUTHERN COMFORT PROPERTIES, LLC**

WHEREAS, **SOUTHERN COMFORT PROPERTIES, LLC** is a duly organized limited liability company existing under the laws of the State of Florida, having filed Articles of Organization on May 8, 2006 and assigned document number L06000047494, and

WHEREAS, the Articles of Organization are being restated and amended in accordance with 608.411, Florida Statutes,

WHEREAS, the Members of **SOUTHERN COMFORT PROPERTIES, LLC** have unanimously resolved to make the following changes in the Articles of Organization and hereby show and manifest our intention that the Articles of Organization be altered, amended and restated by deleting Article I through Article VI therefrom and substituting in lieu thereof the following provision:

**ARTICLE I**

**FORMATION OF LIMITED LIABILITY COMPANY**

The Members hereby create a limited liability company (the "LLC") under Chapter 608, Florida Statutes, the laws of the State of Florida (the "Act") for the purposes described in Article III below.

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DIVISION OF CORPORATIONS  
2006 JUL 18 PM 3:18

## ARTICLE II

### NAME

The name of the LLC shall be **SOUTHERN COMFORT PROPERTIES, LLC**, or such other name selected by the Members as may be acceptable to the appropriate recording official of the State of Florida.

## ARTICLE III

### PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the LLC is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the LLC, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To invest in, acquire, and hold, manage, repair, develop, improve and sell, lease, transfer and otherwise dispose of, and deal in and with real and personal property of every character and description.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2006 JUL 18 PM 3:18

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the LLC powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this LLC, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as

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DIVISION OF CORPORATIONS  
2006 JUL 18 PM 3:10

independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the LLC to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

#### **ARTICLE IV**

##### **PRINCIPAL PLACE OF BUSINESS**

The mailing address of the principal office of the LLC shall be 405 NE 4<sup>th</sup> Avenue, Gainesville, Florida 32601, and the street address of the principal office of the LLC shall be 405 NE 4<sup>th</sup> Avenue, Gainesville, Florida 32601, or at such other location as may be agreed in writing by the Members.

#### **ARTICLE V**

##### **DURATION**

This agreement shall be come effective on the date hereof, and the LLC shall have perpetual existence.

#### **ARTICLE VI**

##### **CAPITAL CONTRIBUTIONS**

Capital contributions with a total value of Twenty Thousand and 00/100 (\$20,000.00) Dollars cash shall be contributed to the LLC by the Members in proportion to their respective percentage

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DIVISION OF CORPORATIONS  
2006 JUL 18 PM 3:18

interest in the LLC.

In addition to the above, the Members shall make such additional capital contributions as are agreed upon by a vote of the majority of the Members of the LLC.

## **ARTICLE VII**

### **LIMITED LIABILITY COMPANY POWERS**

All the LLC powers shall be exercised by or under the authority of, and the business and affairs of this LLC shall be managed under the direction of the Members of this LLC. This article may be amended from time to time in the regulations of the LLC by a unanimous vote of the Members of the LLC.

## **ARTICLE VIII**

### **MANAGEMENT**

Management of this LLC is reserved to the Members, whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>BRIAN E. PEDDIE</b>	<b>405 NE 4<sup>th</sup> Avenue Gainesville, FL 32601</b>
<b>DARLENE M.. STRONG</b>	<b>P.O. Box 143112 Gainesville, FL 32614</b>

FILED  
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DIVISION OF CORPORATIONS  
2006 JUL 18 PM 3:18

## **ARTICLE IX**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the LLC is 405 NE 4<sup>th</sup> Avenue, City of

Gainesville, County of Alachua, State of Florida 32601, and the name of its initial registered agent at such address is **BRIAN E. PEDDIE**.

## **ARTICLE X**

### **RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by the written consent of a majority in interest of the Members of the LLC. Contributions required of new members shall be determined as of the time of admission to the LLC.

A Member's interest in the LLC may not be sold or otherwise transferred except as shall be provided in the regulations adopted by the Members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the LLC, the LLC shall continue unless the Members, by unanimous vote, dissolve the LLC.

The undersigned, being the original member of the LLC, hereby certifies that the foregoing constitutes the proposed Articles of Organization of **SOUTHERN COMFORT PROPERTIES, LLC, a Florida limited liability company.**

## **ARTICLE XI**

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

The Members of the LLC reserve the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the Members herein are granted subject to this reservation. Every such amendment shall be approved by a majority in interest of the Members of the LLC.

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2006 JUL 18 PM 3:18



IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 10<sup>th</sup> day of JULY, 2006.

[Signature]

[Signature]  
**BRIAN E. PEDDIE, Member**

[Signature]  
**DARLENE M. STRONG, Member**

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of JULY, 2006, by **BRIAN E. PEDDIE**, [X] who has produced a driver's license issued within 5 years from date as identification; OR [ ] who is personally known to me; OR [ ] who produced Other: \_\_\_\_\_, as identification.



Stephanie M. Rossi  
Commission # DD456268  
Expires July 31, 2009

[Signature]

Notary Public  
Printed Name:  
Commission No.:

My Commission Expires:

(Affix Notary Seal)

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of JULY, 2006, by **DARLENE M. STRONG**, [✓] who has produced a driver's license issued within 5 years from date as identification; OR [ ] who is personally known to me; OR [ ] who produced Other: \_\_\_\_\_, as identification.



Stephanie M. Rossi  
Commission # DD456268  
Expires July 31, 2009

[Signature]

Notary Public  
Printed Name:  
Commission No.:

My Commission Expires:

(Affix Notary Seal)

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DIVISION OF CORPORATIONS  
2006 JUL 18 PM 3:18

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

(1) The name of the limited liability company is **SOUTHERN COMFORT PROPERTIES, LLC.**

(2) The name and address of the registered agent and office is **BRIAN E. PEDDIE, 405 NE 4<sup>th</sup> Avenue, Gainesville, Florida 32601.**

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, 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.

Dated: July 18, 2006.

  
**BRIAN E. PEDDIE**  
Registered Agent

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DIVISION OF CORPORATIONS  
2006 JUL 18 PM 3:18