

LO6000052566

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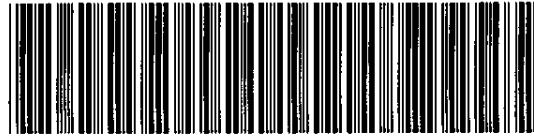
(Business Entity Name)

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TALLAHASSEE, FLORIDA

B. KOHR

NOV 21 2008

EXAMINER

M C
& S

MESSER CAPARELLO & SELF, P.A.

Attorneys At Law

www.lawfla.com

ALBERT T. GIMBEL

November 20, 2008

BY HANE

Department
Division of
Clifton Bu
2661 Exec
Tallahassee

CF -25

Re:

Dear Sir/M

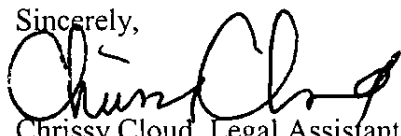
En:

1. BUUC nt for Bailey Point Condominiums, LLC;
2. Amended and Restated Articles of Organization of Bailey Point Condominiums, LLC;
3. Check in the amount of \$402.50 which breaks down as follows:
- \$100.00 - LLC Reinstatement Fee
\$277.50 - Fee for every year LLC dissolved (\$138.75 for 2007 & \$138.75 for 2008)
\$25.00 - Amended and Restated Articles of Organization Filing Fee

Please mail the documents to:

Albert T. Gimbel, Esq.
Messer, Caparello & Self, P.A.
P.O. Box 15579
Tallahassee, FL 32317

Sincerely,



Chrissy Cloud, Legal Assistant to
Albert T. Gimbel, Esq.

\cc

Enclosures

RECEIVED
08 NOV 20 PM 2:45
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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THANKS

25.10

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

OF

BAILEY POINT CONDOMINIUMS, LLC

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending and restating the Articles of Organization of Bailey Point Condominiums, LLC, a limited liability company formed under the Florida Limited Liability Company Act, Chapter 608, on May 22, 2006, and issued Document Number L06000052566, pursuant to the provisions of Section 608.411 of the Florida Statutes, does hereby make, acknowledge, and file the following Amended and Restated Articles of Organization.

ARTICLE I-Name and Principal Place of Business

The name of the limited liability company shall be **BAILEY POINT CONDOMINIUMS, LLC** (hereinafter the "Company"). The principal place of business and mailing address of the Company shall be 2618 Centennial Place, Tallahassee, Florida 32308.

ARTICLE II-Duration

The Company commenced its existence on the date the original Articles of Organization were filed and accepted by the Florida Department of State, May 22, 2006. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization and the Regulations of the Company.

ARTICLE III-Purposes and Powers

The general purpose for which the Company is organized is to own, develop, sell, manage and rent real property; however it shall be able to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV-Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is Albert T. Gimbel, 2618 Centennial Place, Tallahassee, Florida 32308.

ARTICLE V - Members Rights to Continue 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 Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members, provided there is at least one remaining member.

ARTICLE VI-Termination of Existence

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there is at least one remaining member.

ARTICLE VII - Admission of New Members

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII-Management

The Company is to be managed by one manger or more managers and is therefore, a manager-managed company. The company shall be managed by the managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

NAME:

ADDRESS:

Byron A. Scott

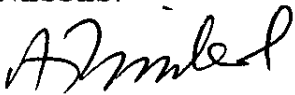
2618 Centennial Place
Tallahassee, Florida 32308

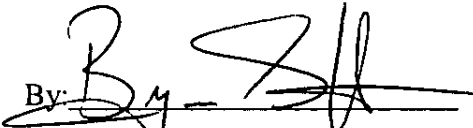
ARTICLE IX-Regulations

The power to adopt, alter, amend, or repeal the Regulations of the Company is vested in the manager or managers of the Company.

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member have made and subscribed these Amended and Restated Articles of Organization at Tallahassee, Florida, for the foregoing uses and purposes this 10th day of November, 2008.

WITNESSES:


Print Witness Name: Albert T. Gimbel

By: 
BYRON A. SCOTT, Member


Print Witness Name: Ernest B. Hansen

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OF THE FLORIDA LIMITED LIABILITY COMPANY ACT, THE LIMITED LIABILITY COMPANY IDENTIFIED BELOW SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **BAILEY POINT CONDOMINIUMS, LLC.**

2. The name and the Florida street address of the registered agent for **BAILEY POINT CONDOMINIUMS, LLC** are: Albert T. Gimbel, 2618 Centennial Place, Tallahassee, Florida 32308.

Having been named as registered agent and to accept service of process for the above stated 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: November 10th, 2008.



ALBERT T. GIMBEL, Registered Agent