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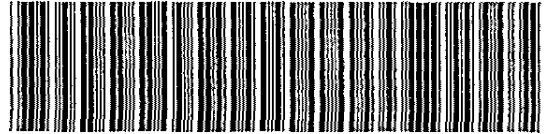
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J. BRYAN

MAR - 9 2007

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** McINTOSH PARTNERS, LLC  
(Name of Limited Liability Company)

Dear Sir or Madam:

The enclosed Resignation of Member, Managing Member or Manager and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

James M. Reynolds, 122 Christian Hill Road, Great Barrington, MA 01230

(Name of Person)

(Firm/Company)

(Address)

(City/State and Zip Code)

For further information concerning this matter, please call:

James M. Reynolds at ( 518 ) 469-0982  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☒ \$25 Filing Fee

☐ \$55 Filing Fee &  
Certified Copy

CR2E079 (8/05)

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER**

I, 1031 EXCHANGE CORPORATION, hereby resign as MANAGER-MEMBER  
(Title)

of McINTOSH PARTNERS, LLC  
(Limited Liability Company)

a limited liability company organized under the laws of the State of FLORIDA

and affirm that the limited liability company has been notified in writing of the resignation.



(Signature of resigning manager, managing member or member)

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**FILING FEE IS \$25.00**

Make checks payable to Florida Department of State and mail to:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**MEMBERS ACTION BY UNANIMOUS CONSENT  
WITHOUT A MEETING OF**

**MCINTOSH PARTNERS, LLC**

The undersigned, presently being all the members representing 100% of the Relative Capital Account Vote which includes all the members who would be entitled to vote upon the actions hereinafter set forth at a formal joint meeting of the members of MCINTOSH PARTNERS, LLC (Company), a Florida limited liability company, do hereby consent to the following actions to the same extent, and to have the same force and effect as if adopted at a formal special meeting of the members of said company.

RESOLVED that the Company accept the resignation of its managing member, 1031 EXCHANGE CORPORATION, a Florida corporation, by Susan N. Mills, Vice President, and

FURTHER RESOLVED, that James M. Reynolds be named the new managing member of the Company be named a member.

The undersigned further directs the Company to accept the offered cancellation of the 1031 EXCHANGE CORPORATION membership certificate and directs Susan N. Mills, Vice President of Managing Member, prior to resignation as Managing Member, to issue new certificates representing 100% of the Relative Capital Account Vote to James M. Reynolds as of the date of this action without a meeting. The Company is further directed to file the appropriate notice of the resignation with the Florida Division of Corporations

The undersigned do hereby consent and affirm that the actions set forth in the foregoing resolution shall have the same force and effect as if taken at a duly constituted meeting of the members of the Company and that this document be filed with the new managing members of the Company and shall be made a part of the minutes of the Company.

Dated:

March 3, 2007

Successor Members:

James M. Reynolds

James M. Reynolds  
Managing Member

Resigning Member:

1031 Exchange Corporation, Managing Member

March 1, 2007

Susan N. Mills  
By: Susan N. Mills  
Its: Vice President

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### ASSIGNMENT OF MEMBER'S INTEREST

THIS AGREEMENT, made and entered into at Palm Beach County, Florida this 1<sup>st</sup> day of March, 2007, by and between 1031 Exchange Corporation, a Florida corporation, as Assignor, hereinafter called "First Party", and James M. Reynolds, as Assignee, hereinafter called "Second Party".

#### WITNESSETH

That the First Party, for Ten Dollars (\$10.00) and other good and valuable considerations to them in hand paid simultaneously with the execution and delivery of these presents by the Second Party, the receipt whereof is hereby acknowledged, have granted, bargained, sold, assigned, transferred, set over and delivered, and by these presents do grant, bargain, sell, assign, transfer, set over, and deliver unto the Second Party, 100% of the ownership interest owned by Assignor in MCINTOSH PARTNERS, LLC.

The First Party hereby represents unto the Second Party, and covenants and agrees with the Second Party as follows:

- (a) First Party, the owner of the membership interest in MCINTOSH PARTNERS, LLC has full power and lawful authority to effect the sale and transfer; and
- (b) That the First Party, as the sole member in MCINTOSH PARTNERS, LLC, is not in default under any of the terms, conditions and provisions contained in said Company's Articles of Organization or its Regulations.

Second Party expressly accepts and assumes all of the terms, covenants, conditions, obligations and liabilities of membership in MCINTOSH PARTNERS, LLC to be kept and performed by First Party, from and after the date of this Agreement, and further agrees to execute a Uniform Business Report which will be filed with the Department of State, State of Florida.

IN WITNESS WHEREOF, the parties have hereto affixed their hands and seals at the place, on the day and year herein above written.

Witnesses:

First Party:

1031 Exchange Corporation

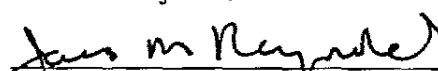


By: Susan N. Mills

Its: Vice President

Second Party:

James M. Reynolds



Managing Member

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CLERK OF SUPERIOR COURT  
DIVISION OF CORPORATIONS