

LD60000088334

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

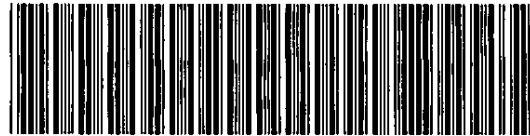
(Document Number)

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2013 OCT 10 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Ouffgan OCT 11 2013

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: VENTWORTH, 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:

J. DAVILA  
Name of Person  
J. DAVILA ATTORNEY AT LAW  
Firm/Company  
P.O. BOX 442179  
Address  
MIAMI, FL 33144  
City/State and Zip Code  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Person at (\_\_\_\_\_) \_\_\_\_\_  
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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SECRETARY OF STATE,  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
TO  
ARTICLES OF ORGANIZATION  
OF  
VENTWORTH, LLC**

The Articles of Organization for this Limited Liability Company were filed on September 7, 2006 and assigned Florida Document number L06000088334.

The following Amended and Restated Articles of Organization were duly adopted and executed in accordance with the provisions of section 608.411 of the Florida Statutes.

The undersigned for the purpose of amending and restating the Articles of Organization of Ventworth, LLC, a Florida limited liability company, hereby adopts the following Amended and Restated Articles of Organization:

**ARTICLE I**

**Name**

The *new* name of this limited liability company is: **Blue Yellow Green LLC** (the "Company").

**ARTICLE II**

**Nature of Business and Mailing Address**

This Company is organized to have any lawful purpose. The street and mailing of this Company's principal office is 145 SE 25<sup>th</sup> Road, #1202, Miami, Florida 33129.

**ARTICLE III**

**Management**

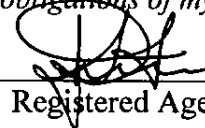
Unless otherwise provided in the Operating Agreement of the Company, the Company shall be manager-managed.

**ARTICLE IV**

**Registered Office and Agent**

The street address of the registered office of this Company is 145 SE 25<sup>th</sup> Road, #1202 Miami, Florida 33129 and the name of the registered agent of this Company at this address is J. Davila.

*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.*



Registered Agent's Signature

## **ARTICLE V**

### **Membership Certificates**

- (a) The Interest of each Member in the Company may be evidenced by a *membership participation certificate*.
- (b) No Member of this Company may transfer, sell, or assign its Membership Interest in the Company to any other natural or legal person except as provided in the Company's Operating Agreement.

## **ARTICLE VI**

### **Addition of New Members**

New owners who take their interests directly from the Company upon original issue of such ownership interests to such owners will be admitted as Members of the Company. Any natural or legal persons who take their interests by assignment, inheritance, or operation of law will be admitted as Members of the Company only with the unanimous consent of all Members or as otherwise provided in the Company's Operating Agreement. Notwithstanding anything to the contrary in these Articles of Organization, a creditor of any Member shall not be admitted as or become in any way a Member of this Company under any circumstances. The obligations of each Member to this Company shall be enforceable only by the Company or by the Company's manager but not by creditors of the Company or creditors of any of its Members.

## **ARTICLE VII**

### **Indemnification**

To the fullest extent permitted by the laws of the State of Florida, this Company shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, demand, suit, or proceeding whether civil, criminal, administrative, or investigative (the "Action") by reason of the fact that such person is or was a manager, member, director, officer, trustee, employee, or authorized representative of this Company (an "Indemnified Person") against expenses (including attorney's fees at all levels), judgments, fines, and amounts paid in settlement actually or reasonably incurred by such Indemnified Person in connection with such Action *unless* such Indemnified Person breached or failed to perform its duties as a manager, member, director, officer, trustee, employee, or authorized representative of this Company and such breach or failure constitutes:

- (1) conduct involving bad faith, willful or intentional misconduct, or a knowing violation of law; or
- (2) a transaction from which such person derived an improper personal benefit; or
- (3) a circumstance under which liability for improper distributions is applicable; or
- (4) a breach of fiduciary duties of loyalty and care or the obligation of good faith and fair dealing, taking into account any variation, alteration, or modification of such duties and obligations provided for in the Company's Operating Agreement to the extent allowed by Florida law; or
- (5) a violation of criminal law, unless the manager, member, director, officer, trustee, employee, or authorized representative had reasonable cause to believe its conduct was lawful or had no reasonable cause to believe its conduct was unlawful.

A judgment or other final adjudication against a manager, member, director, officer, trustee, employee, or authorized representative of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that such person's breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that it had reasonable cause to believe that its conduct was lawful or had no reasonable cause to believe that its conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director, officer, trustee, employee, or authorized representative and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors, and administrators of such person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification or prior to the election under Article IX below.

#### **ARTICLE VIII**

##### **Amendment**

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members of this Company is subject to the reservation under this Article.

#### **ARTICLE IX**

##### **Governing Statute**

This Company expressly elects to be governed by Ch. 605 Florida Revised Limited Liability Company Act effective January 1, 2014.

The undersigned Authorized Representative of the member(s) of this Limited Liability Company has executed these Amended and Restated Articles of Organization on the 8<sup>th</sup> day of October 2013.

  
\_\_\_\_\_  
J. Davila, Authorized Representative

#### **THIS INSTRUMENT PREPARED BY:**

J. Davila Attorney at Law, P.A.  
P.O. Box 442179  
Miami, Florida 33144

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