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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
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Owen Gooden
Requester's Name
1924 Temple Dr.
Address
Tallah. Fl. 3
City/State/Zip Phone # 508-7799

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Sedona II LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
DEPARTMENT OF STATE
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July 20, 2012

OWEN GOODWYNE
1924 TEMPLE DR
TALLAHASSEE, FL

SUBJECT: SEDONA II, LLC
Ref. Number: L06000115472

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We have received your document for SEDONA II, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return the corrected original and one copy of 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) 245-6051.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 212A00019307

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DIVISION OF CORPORATIONS
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**FIFTH AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
SEDONA II, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization. This Fourth Amended and Restated Articles is for the purpose of adjusting the capital contributions and ownership interest on page 2, pursuant to transfer among members.

**ARTICLE I
NAME**

The name of the limited liability company shall be SEDONA II, LLC ("Company"). The principal place of business of the Company in Florida shall be 2639 N. Monroe St. Building B-101, Tallahassee, Florida 32303. The mailing address is the same

**ARTICLE II
DURATION**

The Company commenced its existence on December 4, 2006, the date of the original Articles of Organization were filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved as provided in Section 608.441, Florida Statutes.

**ARTICLE III
THE PURPOSE AND POWERS**

The general purpose for which the Company is organized is to acquire, own, develop and manage commercial real estate and 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 Steven E. Allen, 2639 N. Monroe St., Building B-101, Tallahassee, Florida 32303.

**ARTICLE V
MANAGEMENT BY MEMBERS**

The Company shall be managed by members, and the names and addresses of the members are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|-----------------------------------------------------------------------------|
| Steven E. Allen | 263 ⁴ N. Monroe St. Building B-101 Tallahassee, Florida 32303 |
| Lawrence R. Hartung | 3303 Thomasville Road Tallahassee, FL 32308 |

As managing members, Steven E. Allen and Lawrence R. Hartung are specifically authorized to sign all documents on behalf of the members of the LLC and bind the LLC in all matters required by any financial institution, tenant, contractor or other document reasonably necessary or desirable for operation of the LLC. Each member waives formal requirements, including necessity of notice of formal or informal meeting.

The original members of the Company, identified below, agree to the above delegation to Steven E. Allen and Lawrence R. Hartung as managing members.

| <u>NAME</u> | <u>CAPITAL CONTRIBUTION</u> |
|----------------------------------------------------------------------------|-----------------------------|
| Steven E. Allen & Elizabeth B. Allen, Tenants by the Entirety | 17.67 % |
| Charles B. Mitchell, III & Patricia N. Mitchell Tenants by the entirety | 32.665 % |
| William J. Roberts | 22.165 % |
| Lawrence R. Hartung | 5.0 % |
| Owen K. Goodwyne | 7.25 % |
| Myrle R. Grate | 5.25 % |
| Glen & Sharyn Davidson, tenants by the entirety | 5.0 % |
| Alan Niedoroda | 5.0 % |
| Total | 100.0 % |

**ARTICLE VI
COMPENSATION**

Individual members of the Company may receive reasonable compensation for services performed for the Company. Any such compensation will be at the prevailing market rates and subject to the approval of three (3) Company members for compensation in excess of \$2,000.

**ARTICLE VII
CAPITAL CONTRIBUTIONS**

Each member shall make capital contributions to the Company proportionate to their interests in the form of cash or services at such times and in such amounts as may be provided in the regulations adopted by the members.

**ARTICLE VIII
ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all 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 the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

In the event of death of a member, the Company shall have the right to purchase the interest of the deceased member, but is not obligated to do so. The purchase price shall be determined by an independent appraisal.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribe these Articles of Organization at Tallahassee, Florida, for the foregoing uses and purposes this 1st day of September, 2012.



STEVEN E. ALLEN
Managing Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of SEDONA II, LLC as registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company and states that he is familiar with and accepts the obligations of the position.



STEVEN E. ALLEN
Managing Member