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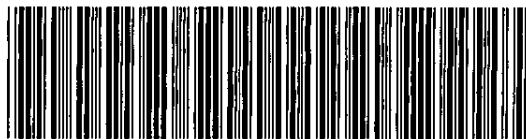
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DIVISION OF CORPORATIONS
08 NOV 12 AM 11:39

The Karniewicz Law Group

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November 10, 2008

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Watercolor Sky, LLC

Dear Sir or Madam:

We have enclosed an original and one copy of the Articles of Amendment for Watercolor Sky, LLC. Please file the original Articles of Amendment and date stamp the copy and return it to our office in the postage paid envelope provided.

Also enclosed is a check in the amount of \$25.00 to cover the filing fee for the Articles of Amendment.

If you have any questions, please do not hesitate to contact our office.

Sincerely,



Julie C. Richie
Legal Assistant

JK:jcr
Enclosures

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
WATERCOLOR SKY, LLC
(A Florida Limited Liability Company)**

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DIVISION OF CORPORATIONS
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Watercolor Sky, LLC (the "Limited Liability Company") desires to amend its Articles of Organization, and pursuant to Florida Statute 608.411, submits the following:

FIRST: The date of filing of the Articles of Organization was December 5, 2006, effective December 1, 2006.

SECOND: The following amendment to the Articles of Organization was adopted by the Limited Liability Company:

ARTICLE II of the Articles of Organization shall be replaced in its entirety by the following
ARTICLE II:

ARTICLE II - Purpose

The Company's business activities shall include, but not be limited to the acquisition, disposition, leasing, management, and maintenance of real property and personal property, and managing investment and portfolio assets; provided however, the Company's business activities shall be limited to personal investments and shall not include the acquisition, disposition, leasing, management, and maintenance of any commercial real property or the development of residential real property. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act, and the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located; so long as such property is for personal use and not commercial use.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.

(e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

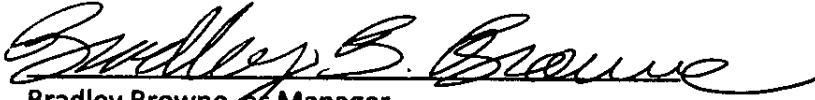
(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

IN WITNESS WHEREOF, the undersigned person hereby acknowledges that the execution of these Articles of Amendment constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Bradley Browne, as Manager
Date: November 6, 2008