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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
TRUSTS UNDER THE WILL OF MILDRED W. BROWN, LLC

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**D. BRUCE**

JAN 11 2010

**EXAMINER**

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AMENDMENT & RESTATEMENT OF THE  
ARTICLES OF ORGANIZATION

OF  
TRUSTS UNDER THE WILL OF MILDRED W. BROWN, LLC

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be TRUSTS UNDER THE WILL OF MILDRED W. BROWN, LLC ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 6705 Red Road Ste 608, Coral Gables, FL 33143 and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 9, the Company's existence shall not terminate and shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The purpose and business of this Limited Liability Company is to invest in various assets for profit to acquire and manage real estate and to engage in any other lawful activity 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 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is 6705 Red Road Ste 608, Coral Gables, FL 33143. The name and address of the registered agent of this Company is Donald D. Wilson Jr., 6705 Red Road Ste 608, Coral Gables, FL 33143.

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## **ARTICLE 7 – MANAGEMENT**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, a manager, or group of managers, appointed by the member(s) of this limited liability company as set forth in Article 10 below. Until there shall be a designation as provided for in article 10 below or an appointment as provided for in Article 10 below, the managers will be:

Judith Weissel, of Coral Gables, FL  
Robert Shapiro, of Miami, FL  
David A. Weissel, of Rockville, MD

Address for the Managers:

C/O Judith Weissel  
626 Coral Way  
Suite 502  
Coral Gables 333134

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## **ARTICLE 8 – ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). 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 member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## **ARTICLE 9 – TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, 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 10 – MEMBERS**

The Manager(s) of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company or by a document executed by all the members and placed among the public records of Miami Dade County of Florida. The 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 name and address of the members of the Company are:

(2)

Roy Weissel Trust A  
6705 Red Road, Ste 608  
Coral Gables, Florida 33143

Roy Weissel Trust B  
6705 Red Road, Ste 608  
Coral Gables, Florida 33143

William Weissel Trust  
6705 Red Road, Ste 608  
Coral Gables, Florida 33143

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#### ARTICLE 11 - INDEMNIFICATION

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a member or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

(3)

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Amendment & Restatement of Trusts under the Will of Mildred W. Brown, LLC at Miami, Florida, for the foregoing uses and purposes, this January 7, 2010.

Roy Weissel Trust A

By Trustee

By Trustee

Roy Weissel Trust B

By Trustee

By Trustee

William Weissel Trust

By Trustee

By Trustee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

**Trusts under the Will of Mildred W. Brown, LLC**

2. The name and address of the registered agent and office is:

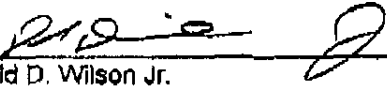
**Donald D. Wilson Jr.  
6705 Read Road  
Suite 608  
Coral Gables, FL 33143**

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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 of registered agent and agree to act in its 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.

  
Donald D. Wilson Jr.

1/7/2010  
January 7, 2010

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