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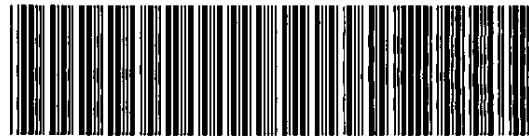
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

JUL 18 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CLEARWATER HOLDINGS FUND, 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:

THOMAS MORANTE

Name of Person

Holland & Knight, LLP

Firm/Company

701 Brickell Avenue, Suite 3000

Address

Miami, Florida 33131, U.S.A.

City/State and Zip Code

tom.morante@hklaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas Morante

Name of Person

at (305)

789-7756

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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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
CLEARWATER HOLDINGS FUND LLC**

Pursuant to § 608.411, Florida Statutes, CLEARWATER HOLDINGS FUND LLC, a Florida Limited Liability Company (the "Company"), through the undersigned authorized representative of the Company's sole member, Arapiraca (BVI) Inc. (the "Sole Member"), does hereby adopt the following Amendment to the Amended and Restated Articles of Organization:

FIRST: The Company was created by the Articles of Organization filed with the Florida Department of State on February 21, 2007.

SECOND: On the date hereof, the Sole Member of the Company authorized the Articles of the Organization of the Company to be amended and restated in their entirety.

ARTICLE I

NAME

The name of the Company is Clearwater Holdings Fund, LLC.

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

485 Brickell Avenue
Unit 2501
Miami, FL 33131
U.S.A.

ARTICLE III

**REGISTERED AGENT, REGISTERED OFFICE, AND REGISTERED AGENT'S
SIGNATURE**

The NAME AND THE Florida street address of the Company's registered agent are:

Thomas F. Morante, Esq.
c/o Holland & Knight, LLP
701 Brickell Avenue, Suite 3000
Miami, Florida 33131
U.S.A.

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TALLAHASSEE, FLORIDA

ARTICLE IV

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Amended and Restated Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's operating agreement, if adopted, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE V

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI

MANAGEMENT

4.1 Management by Appointed Manager. The Company shall be managed by one or more managers who may, but need not, be a member. Such manager(s) shall be appointed by the Company's Sole Member.

4.2 Authority of Manager. A manager appointed by the Company's Sole Member shall have all powers necessary, convenient or appropriate to carry out the purposes, affairs of the rights and powers of a manager of a limited liability company to the extent permitted by these Amended and Restated Articles of Organization, an operating agreement, if adopted, and Chapter 608 of the Florida Statutes.

4.3 Right to Rely on Manager. The exercise of any power conferred by these Amended and Restated Articles of Organization on the manager shall serve to bind the Company and constitute the act of the Company.

4.4 Appointment of Manager. The Manager of the Company shall be Fausto Taddei. The Manager shall serve in such capacity until a successor is appointed.

ARTICLE V

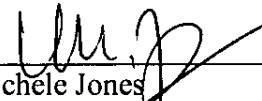
OPERATING AGREEMENT

Any Operating Agreement (as defined in Section 608.402(24), Florida Statutes, respect to the Company, must be in writing and signed by all of the members.

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TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Organization of CLEARWATER HOLDINGS FUND, LLC, are executed by the Company, acting through the authorized representative of its Sole Member, Arapiraca (B.V.I.) Inc., this 13th day of June, 2011.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

By: 
Michele Jones
Secretary of Arapiraca (BVI) Inc., sole
member of Clearwater Holdings Fund,
LLC

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