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## **COVER LETTER**

то:	Registration Section Division of Corporations  TATS LD.	•
SUBJEC	CT: ReinaMaya Holding Company, LLC LOTODO (Name of Limited Liability Company)	249958
	losed Articles of Amendment and fee(s) are submitted for filing.	
riease ie	eturn all correspondence concerning this matter to the following:	
	Penelope T. Rowlett, Esq.  (Name of Person)	
	Penelope T. Rowlett, PA (Firm/Company)	· ••
	216 Mirror Lake Drive N.	SECRUTARY DIVISION OF C
	Saint Petersburg, FL 33701 (City/State and Zip Code)	TARY OF CORPC
For furth	ner information concerning this matter, please call:	SECRETARY OF STATE DIVISION OF CORFORATIONS  O7 MAY 15 PM 1: 25
	Penelope T. Rowlett, Esq. at 727 823-1144	
	(Name of Person) (Area Code & Daytime Telephone Nu	noer)
Enclosed i	is a check for the following amount:	
<u>\$25.00</u>	Filing Fee Sale of Status S55.00 Filing Fee Sale Certificate of Status Certified Copy (additional copy is enclosed) Certified Copy (additional copy is enclosed)	f Status &
	MAILING ADDRESS:  Registration Section  Division of Corporations  P.O. Box 6327  STREET/COURIER ADDRESS  Registration Section  Division of Corporations  Clifton Building	3:
	Tallahassee, FL 32314 2661 Executive Center Circle	

Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

# ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF

ReinaMaya Holding Company, LLC

NOTE: Resignation of Initial Registered Agent and Acceptance of position of Permanent Registered Agent are all as per Company's	IRST:	The Articles of Organization were filed on 5/8/07 and assigned
1. To Change Initial Registered Agent to Permanent Registered Agent. who shall be Gerald N. Spierings.  2. To Formally Adopt & Notify DOS of LLC's newly-assigned FEIN, which is 26-0145675 (effective 5/10/07).  NOTE: Resignation of Initial Registered Agent and Acceptance of position of Permanent Registered Agent are all as per Company's official minutes of First Meeting, a copy of which are attached hereto		document indinoer 20.000 / 100
who shall be Gerald N. Spierings.  2. To Formally Adopt & Notify DOS of LLC's newly-assigned FEIN, which is 26-0145675 (effective 5/10/07).  NOTE: Resignation of Initial Registered Agent and Acceptance of position of Permanent Registered Agent are all as per Company's official minutes of First Meeting, a copy of which are attached hereto	ECOND:	This amendment is submitted to amend the following:
2. To Formally Adopt & Notify DOS of LLC's newly-assigned FEIN, which is 26-0145675 (effective 5/10/07).  NOTE: Resignation of Initial Registered Agent and Acceptance of position of Permanent Registered Agent are all as per Company's official minutes of First Meeting, a copy of which are attached hereto		1. To Change Initial Registered Agent to Permanent Registered Agent.
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official minutes of First Meeting, a copy of which are attached hereto		NOTE: Resignation of Initial Registered Agent and Acceptance of
official minutes of First Meeting, a copy of which are attached hereto		position of Permanent Registered Agent are all as per Company's
in summary form, attested by LLC's Manager-Member.		83
		in summary form, attested by LLC's Manager-Member.
	•	
	•	
May 10, 2007,	<sub>ated</sub> May	y 10, 2007,

Filing Fee: \$25.00

Typed or printed name of signee

## REINAMAYA HOLDING COMPANY, LLC

### MINUTES OF INITIAL ORGANIZATIONAL MEETING OF THE MEMBERS AND MANAGER-MEMBER

The Initial Organizational Meeting of all Members, including the Manager-Member, of ReinaMaya Holding Company, LLC, a Florida Limited Liability Company, was held this 10<sup>th</sup> day of May, 2007, shortly after the final submission to the Florida Division of Corporations was made and the Company obtained its own, unique Federal Employer Identification Number. Upon determining all Members were present and accounted for; that all members so attending have either waived any and all objections to any deficiencies in notice of this Meeting or are otherwise satisfied in full with the manner and timing of said notice and intended to proceed hereon in all good faith, it was thereupon,

#### **VOTED AND APPROVED:**

- 1. The Company hereby appoints and the Members unanimously ratify, that the Company's Manager Member shall be Gerald N. Spierings; and that Mr. Spierings shall be the Company's official recordkeeper and responsible for taking minutes of all meetings, executing and providing the Company's official seal as to all Members in attendance and all matters of import to the Company upon which votes have been taken and formal Company action approved, ratified, or otherwise cleared to proceed, and that Mr. Spierings is and shall be, except as prohibited by law, fully authorized to continue performing all such duties until the Company, by majority vote of all the Members, or until Mr. Spierings' resignation from his position as the Company's Manager-Member, shall take formal action to the contrary.
- 2. Mr. Spierings reported, and all Members Concurred, that the Company's official Operating Agreement, which shall remain and be kept among the Company's permanent internal records, is hereby ABOPTED IN FULL, and may not be altered, amended, or changed in anywise except and unless any sugar action is done strictly in accordance therewith; and further, that no record of same shall be submitted for records it in among the public records of any county or state agency of the State of Florida unless legal requirements to the contrary are or may be at some point in the future adopted to require same.
- 3. The Company's initial Registered Agent is hereby relieved, and hereby does permanently singless, all duties as such, and shall immediately turn over all Company official records, formation records, and other records of any nature unto the Company's Permanent Registered agent, to be mainted hereinafter at the Company's officially designated Registered Office, as has been expressly so agreed and as is expressly so approved, by said Initial Registered Agent, Permanent Registered Agent, and the Members, who have unanimously voted to approve same by approving the Manager-Member's reporting of this official Company action to the State of Florida, Division of Corporations by action taken of even date herewith:

By executing this resignation, it is my intention and I hereby so agree, to relinquish all control, powers, and duties heretofore invested in me by law, as well as the use of my office location as the Company's registered office, unto the Company's now-permanently designated Registered Agent, who by his execution of these Articles of Amendment, hereby agrees to, and does henceforth accept, all such duties and responsibilities as are or may in the future be imposed upon the Company's Registered Agent by virtue of his acceptance of this office; and who further agrees to maintain the Company's official records at, and to otherwise conduct such business operation from, the Company's principal and permanent Registered Offices, all of which are as set forth herein below.

Resignation of Initial Registered Agent: I, Penelope Thurmon Rowlett, Esq., of Penelope Thurmon Rowlett, P.A., whose principal office location is: 216 Mirror Lake Drive N., St Petersburg, FL 33701, hereby resign as, the Company's initial registered agent, and relinquish all Company records in my possession and control unto the Permanent Registered Agent, who shall henceforth maintain such Company records at the

Company's permanent Registered office, and has agreed to continue in his performance of said duties henceforth except as may be allowed by law, this Amendment, the Company's Operating Agreement or as the Members may otherwise so vote, effective immediately.

Initial Registered Agent/Office

Penelope Thurmon Rowlett, P.A.

Initial Registered Agent 216 Mirror Lake Drive N. St Petersburg, FL 33701

Acceptance of Permanent Registered Agent: I, Gerald N. Spierings, Manager-Member of the Company, hereby accept from the Company's initial Registered Agent, all duties as set forth directly hereinabove, and agree that I shall henceforth maintain the Company's official records, books of account, and other papers, all as allowed or required by law, this Amendment, the Company's Operating Agreement or as the Members may otherwise so vote; and further, confirm by their attendance at this Meeting and their accompanying waivers of notice, all as set forth above effective immediately.

Permanent Registered Agent/Office

Permanent Registered Agent/Office Gerald N. Spierings, Mgr-Mem

ReinaMaya Holding Company, LLC 640 180<sup>th</sup> Avenue E

Redington Shores, FL 33708

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4. The Company's Members and Manager-Member hereby also ratify, confirm and ratify that the Manager Member has accepted and will continue to observe, the Federal Employer Identification number that has been assigned to the Company and all duties flowing therefrom, and that said Manager-Member is hereby authorized to, and shall, report the same to the State of Florida Division of Corporations, so as to post the same among its public records and to ensure that the Company is otherwise in full compliance with the rules and laws that regulate the use of such FEIN number in connection with Company business; and that said number is and shall henceforth be one and the same as that assigned unto it by the United States Internal Revenue Service; and that such FEIN NUMBER IS 26-0145675.

IT WAS SO ADOPTED AND AGREED BY ALL THE MEMBERS, UNANIM OUSLY BY ALL MEMBERS AND THE MANAGER-MEMBER, effective this 10<sup>th</sup> day of May, 2007.

GERALD N. SPIERINGS

MANAGER-MEMBER / PERMANENT REGISTERED AGENT