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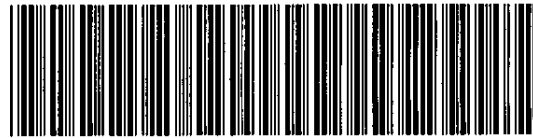
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**EXAMINER**

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 711290 5017100

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 55.00

ORDER DATE : September 5, 2008

ORDER TIME : 9:34 AM

ORDER NO. : 711290-005

CUSTOMER NO: 5017100

DOMESTIC AMENDMENT FILING

NAME: NORTH WESTSHORE, L.L.C.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris -- EXT# 2937

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION**

**OF**

**NORTH WESTSHORE, L.L.C.  
a Florida Limited Liability Company  
Pursuant to Chapter 608, Florida Statutes**

The undersigned, acting as the sole initial and current Members of NORTH WESTSHORE, L.L.C., a Florida limited liability company (the "Company"), whose Articles of Organization were originally filed with the Florida Department of State on August 8, 2007, adopt these Amended and Restated Articles of Organization as the exclusive Articles of Organization of the Company, superseding in their entirety the original Articles of Organization filed on August 8, 2007. These Amended and Restated Articles of Organization are being executed and filed in accordance with Florida Statute Section 608.411, have been duly executed by the undersigned sole Members of the Company on this 4<sup>TH</sup> day of September, 2008, and are being filed to amend and restate in their entirety all prior articles of organization filed on behalf of the Company, including those filed on August 8, 2007. The Company's Amended and Restated Articles of Organization are as follows:

1. **Name.** The name of this limited liability company is "NORTH WESTSHORE, L.L.C." (the "Company").

2. **Purpose.** The general purpose of this Company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida.

3. **Duration/Continuation.** The period of this Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all Members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of all the remaining Members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

4. **Address of Principal Office.** The mailing and street address of the principal office of the Company is: 1200 N. Westshore Blvd., Tampa, Florida 33607.

5. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this Company is as follows:

Robert W. Bible, Jr., Esquire  
4600 W. Cypress Street, Suite 500,  
Tampa, Florida 33607-4024

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TALLAHASSEE, FLORIDA

6. **Members at Time of Formation.** There will be two (2) initial Members at the time this Company is formed, Richard A. Calderoni, Trustee of the Richard A. Calderoni Living Trust Agreement dated August 30, 2001, and Amir Mahdieh.

7. **Admission of Additional Members.** Additional Members may be admitted only upon the unanimous written consent of all of the Members of the Company.

8. **Right to Continue Business.** So long as the Company continues to have at least one remaining Member (taking into account application of the provisions of Florida Statute Section 608.441(1)(d)), the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member or the occurrence of any other event which terminates the continued membership of any Member in the Company shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution; provided, however, should application of said Section 608.441(1)(d) or other provisions of Florida Statutes Chapter 608 result in the Company no longer continuing to be classified as a partnership for federal income tax purposes, the last remaining Member, or the personal or other legal representative of the last remaining Member, as the case may be, may, but shall not be obligated to, proceed to dissolve and wind up and conclude the business affairs of the Company.

9. **Management of Company.** The Company shall be a "Manager-Managed Company". The management of the Company shall initially be invested in two (2) Managers. The names and addresses of the initial Managers who are to serve until their successors are elected and qualified, together with the initial office each Manager will hold, are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Richard A. Calderoni, Trustee of the Richard A. Calderoni Living Trust Agreement dated August 30, 2001	3640 S. Westshore Blvd. Tampa, Florida 33629
Amir Mahdieh	3640 S. Westshore Blvd. Tampa, Florida 33629

10. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form as may be prescribed by the Secretary of State of the State of Florida and contain such terms and provisions consistent with Florida Statute 608, shall be approved by unanimous vote of the Members and shall be signed and sworn to by all Members of the Company so approving such amendment(s). In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

11. **Operating Agreement.** An initial operating agreement regulating the affairs of the Company and the conduct of its business and governing the relations among the Members, Manager(s) and Company shall be adopted and entered into by the initial Members and the initial Managers. Thereafter, the power to adopt, alter, amend or repeal the operating agreement of Company shall be vested in the Managers of the Company; provided, however, the Members


may by unanimous written consent or unanimous vote repeal the operating agreement in its entirety and adopt a new operating agreement.

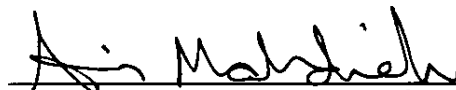
12. **Informal Action by Managers and Members.** Any action of the Managers and/or Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by the Managers and/or all Members who would be entitled to vote upon such action at a meeting (and filed with the principal office of the Company as part of its records).

13. **Contracting Debt.** Except as otherwise provided by Florida Statute Chapter 608, no debt shall be contracted nor liability or obligation incurred by or on behalf of this Company except by the Managers.

14. **Transferability of Members' Interests.** Except to the extent otherwise provided in the operating agreement adopted by the Members and Managers of the Company, interest of a Member in this Company may only be transferred or assigned to a member of such Member's immediate family as part of such Member's estate plan, to an affiliate of any entity Member, or to any other Member of this Company, without consent; otherwise, unanimous consent of the Members shall be required for any such transfer or assignment. Unless all of the remaining Members of this Company approve to the contrary by unanimous written consent, the transferee or assignee of the interest of such assignor Member shall have no right to participate in the management of the business and affairs of this Company and shall not become or exercise any rights or powers of a Member. The transferee or assignee shall be entitled to receive only the share of such profits and losses, to receive such distribution or distributions, and to receive such allocation of income, gain, loss, deduction, or credit or similar item to which that assignor Member was otherwise entitled, to the extent so assigned.

IN WITNESS WHEREOF, the undersigned sole initial and current Members have hereunto set their hands and seals to these Amended and Restated Articles of Organization this 04 day of Sept., 2008.

  
Richard A. Calderoni, Trustee of the  
Richard A. Calderoni Living Trust dated  
August 30, 2001

  
Amir Mahdiah

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CLERK OF STATE  
TALLAHASSEE FLORIDA

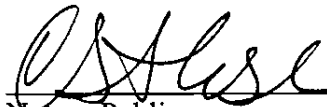
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of September, 2008, by **Richard A. Calderoni**, as Trustee of the Richard A. Calderoni Living Trust dated August 30, 2001, who is personally known to me or who has produced Florida Driver's License as identification and who did [did not] take an oath.

[Seal]



**Christine M. Welsh**  
Commission # DD495435  
Expires November 30, 2009  
Bonded Troy Fan Insurance Inc. 800-385-7019



Notary Public

My Commission Expires:

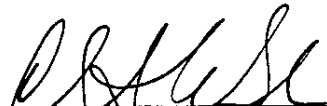
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of September, 2008, by **Amir Mahdiah**, who is personally known to me or who has produced Florida Driver's License as identification and who did [did not] take an oath.

[Seal]



**Christine M. Welsh**  
Commission # DD495435  
Expires November 30, 2009  
Bonded Troy Fan Insurance Inc. 800-385-7019



Notary Public

My Commission Expires:

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

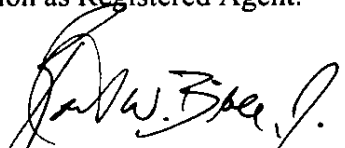
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. **Name.** The name of the limited liability company is **NORTH WESTSHORE, L.L.C.**

2. **Registered Office.** The address of the registered office of the limited liability company is 4600 W. Cypress Street, Suite 500, Tampa, Florida 33607-4024.

3. **Registered Agent.** ROBERT W. BIBLE, JR., is appointed, and by his signature below accepts appointment, to act as the Registered Agent of **NORTH WESTSHORE, L.L.C.**

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 as Registered Agent and agree to act in this 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.

  
\_\_\_\_\_  
Robert W. Bible, Jr.

Dated: September 4, 2008