

LB7000095073

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

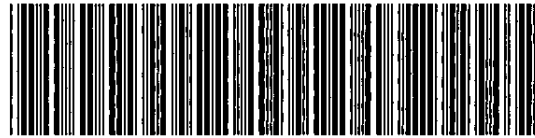
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600120361036

03/17/08--01033--005 **25.00

03/17/08--01033--006 **35.00

2008 MAR 17 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. CLINE

MAR 18 2008

EXAMINER

LEONARD, O'BRIEN SPENCER, GALE & SAYRE

Thomas W. Newcome**
Brian F. Leonard+
Eldon J. Spencer, Jr. +
Michael R. O'Brien‡
Edward W. Gale
Grover C. Sayre, III+◇
Thomas W. Newcome III*
Michelle McQuarrie Colton
Joseph J. Deuhs, Jr.
Thomas C. Atmore +
Ernest F. Peake
Matthew R. Burton
James M. Jorissen+
Peter J. Sajevic, III□

Attorneys at Law
A Professional Association

100 South Fifth Street
Suite 2500
Minneapolis, Minnesota 55402-1234
Telephone (612) 332-1030
Fax (612) 332-2740

Internet: www.losgs.com

March 13, 2008

Andrea M. Hauser *
Scott S. Payzant∞
Jennifer K. Eggers+§
Chad A. KelschΔ†
Jordan W. Sayre
Patrick J. Lindmark

Of Counsel
George B. Ingebrand, Jr.
Randall L. Seaver

□ Also admitted in Arizona
∞ Also admitted in California
* Also admitted in Illinois
◇ Also admitted in Iowa
† Also admitted in Missouri
§ Also admitted in Montana
Δ Also admitted in North Dakota
+ Also admitted in Wisconsin
‡ Qualified Neutral (Rule 114)
* Certified Real Property Law Specialist
(Minnesota State Bar Association)
** Retired Status

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Water's Edge of Lake Wales, LLC

Dear Secretary:

Enclosed for filing please find Amended and Restated Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above-named entity, (ii) this firm's check in the amount of \$25 for the filing fee, and (iii) this firm's check in the amount of \$35 to receive from you a Certificate of Status and Certified Copy of Record for said entity. Please contact me immediately should you have any questions or need anything further. Thank you.

Very truly yours,

LEONARD, O'BRIEN
SPENCER, GALE & SAYRE, LTD.

By



Lori J. Ludke

E-Mail: lludke@losgs.com

Enclosures
376852

FILED
2008 MAR 17 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
WATER'S EDGE OF LAKE WALES, LLC**

The Articles of Organization for this Limited Liability Company were filed on September 17, 2007 and assigned Florida document number L07000095073.

This amendment is submitted to completely amend and restate the Articles of Organization for this Limited Liability Company as follows:

ARTICLE I - Name:

The name of the Limited Liability Company is: **Water's Edge of Lake Wales, LLC.**

ARTICLE II - Principal Office and Mailing Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

**5550 26th Street West, Suite 3
Bradenton, Florida 34207**

ARTICLE III – Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV – Management:

The Limited Liability Company is a manager-managed Limited Liability Company. The Limited Liability Company shall be managed by five (5) managers who are designated, appointed or elected to act in such capacity below and in accordance with the Operating Agreement of the Limited Liability Company. The persons or entities who are designated or appointed as managing members shall carry out and further the decisions and actions of the managers made pursuant to the Operating Agreement and shall be authorized to designate, authorize and appoint officers or managers to execute on any and all reports, forms, instruments, documents, papers, writings, agreements and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements and any other type or form of document by which property or property rights of the Limited Liability Company are transferred or encumbered, or by which debts and obligations of the Limited Liability Company are created, incurred or evidenced, which are necessary, appropriate or beneficial to carry out or further such decisions or actions.

ARTICLE VI - No Personal Liability:

The members, managers, officers and agents of the Limited Liability Company shall not be personally liable or responsible for any contracts, debts or defaults of the Limited Liability Company while acting for or on behalf of the Limited Liability Company in any official or authorized capacity. The Limited Liability Company shall indemnify all of its members, managers, officers, and agents and all of its former managers, officers, and agents from such liability to the fullest extent permitted by law.

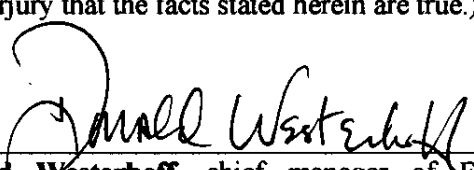
ARTICLE VII - Conflict of Interest:

In connection with any actual or possible conflict of interest, an interested person (a manager and/or officer of the Limited Liability Company) must disclose the existence of the financial interest to the other managers and to disclose all material facts to the other managers considering the proposed transaction or arrangement. An interested person may make a presentation at the manager's meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. A manager with a conflict of interest shall not vote on the transaction or arrangement involving the possible conflict of interest. The minutes of the manager's meeting shall contain: (i) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the manager's decision as to whether a conflict of interest in fact existed, and (ii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

(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.)

Dated: March 12, 2008

(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.)



Donald Westerhoff, chief manager of Florida Christian Homes
Communities, LLC, the sole member of the Limited Liability Company

2008 MAR 17 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

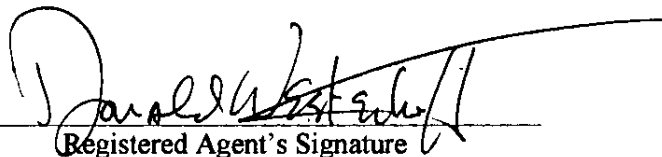
FILED

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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. The name of the limited liability company is **Water's Edge of Lake Wales, LLC**
2. The name and the Florida street address of the registered agent are:

Florida Christian Homes Communities, LLC
5550 26th Street West, Suite 3
Bradenton, Florida 34207

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 as provided for in Chapter 608, Florida Statutes.


Registered Agent's Signature

375644

FILED
2008 MAR 17 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA