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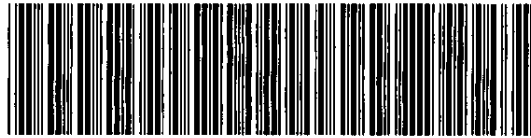
(Business Entity Name)

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10 MAY -7 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

MAY 10 2010

EXAMINER



Mark H. Oppenheimer  
Direct (502) 587-3698 Fax (502) 540-2240 E-mail mho@gdm.com

April 30, 2010

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: B-FL Realty, LLC

Dear Sir or Madam:

Enclosed please find one original and one copy of the Amended and Restated Articles of Organization on the above entity. Please return one file-stamped copy in the envelope provided. Also enclosed is a check in the amount of \$25 for the filing fee.

Feel free to contact me if you require any further information or documentation.

Very truly yours,

  
Mark H. Oppenheimer

MHO/alj

Enclosures

As a result of perceived abuses, the Treasury has recently promulgated Regulations for practice before the IRS. These Circular 230 regulations require all attorneys and accountants to provide extensive disclosure when providing certain written tax communications to clients. In order to comply with our obligations under these Regulations, we would like to inform you that since this document does not contain all of such disclosure you may not rely on any tax advice contained in this letter to avoid tax penalties, nor may any portion of this document be referred to in any marketing or promotional materials.

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED**  
**ARTICLES OF ORGANIZATION**  
**OF B-FL REALTY, LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned, being a Member of **B-FL REALTY, LLC** a Florida limited liability company ("Company"), desiring to amend and restate the Articles of Organization of the Company filed with the Florida Department of State, does hereby state the following:

1. The original name of the Company is B-FL Realty, LLC and has been changed to AB Realty Ventures, LLC.

2. The Articles of Organization of the Company were originally filed on December 11, 2007.

2. The Company's Articles of Organization are hereby amended and restated in their entirety to read as follows:

1. The name of the Company is AB Realty Ventures, LLC.

2. The mailing address and street address of the initial principal office of the Company is:

703 Tamarind Court  
Naples, Florida 34108

3. The name and Florida street address of the registered agent are:

Barbara J. Scott  
703 Tamarind Court  
Naples, Florida 34108

4. The Company is to be a manager managed company.

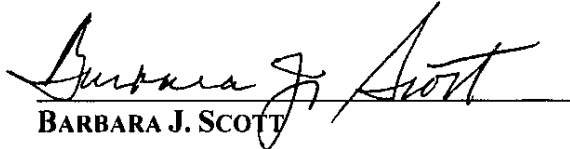
**IN WITNESS WHEREOF**, the undersigned has duly executed these Articles of Organization this 23rd day of April, 2010.

  
\_\_\_\_\_  
**BARBARA J. SCOTT**, Member

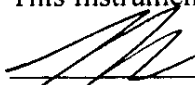
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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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 herein, I hereby accept the appointment as registered agent and agree to act in that 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.

  
BARBARA J. SCOTT

This Instrument was prepared by:

  
Mark H. Oppenheimer, Esq.  
Greenebaum Doll & McDonald PLLC  
3500 National City Tower  
101 South Fifth Street  
Louisville, Kentucky 40202-3197  
502/587-3698

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