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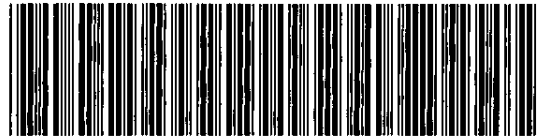
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TALLAHASSEE, FLORIDA

A. LUNT

FEB 13 2008

EXAMINER

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: EMERALD BAY HOLDINGS 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:

Gregory Nussbickel, Esq.  
(Name of Person)

The Nussbickel Law Firm, P.A.  
(Firm/Company)

2121 West First St., First Floor  
(Address)

Fort Myers, FL 33901  
(City/State and Zip Code)

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For further information concerning this matter, please call:

Gregory Nussbickel, Esq. at ( 239 ) 826-1632  
(Name of Person) (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

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

**EMERALD BAY HOLDINGS LLC**

~~(Name of the Limited Liability Company as it now appears on our records)~~  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 12/06/2007 and assigned Florida document number L07000121482.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

N/A

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent: RAMSEY, SUSAN

New Registered Office Address: 21595 BELHAVEN WAY

(Enter Florida street address)

ESTERO, Florida 33928

(City)

(Zip Code)

**New Registered Agent's Signature. If changing Registered Agent:**

*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 relative 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, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

Susan Ramsey  
(If Changing Registered Agent, Signature of New Registered Agent)

**If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:**

**MGR = Manager**

**MGRM = Managing Member**

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	N/A		<input type="checkbox"/> Add <input type="checkbox"/> Remove
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**D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)**

The Articles of Organization of EMERALD BAY HOLDINGS, LLC,  
shall be replaced and restated, in their entirety, by the FIRST AMENDED  
ARTICLES OF ORGANIZATION OF EMERALD BAY HOLDINGS, LLC,  
attached hereto, which are to be filed with the Florida Department of State.

Dated January 24, 2008

*Susan Ramsey*  
 Signature of a member or authorized representative of a member

RAMSEY, SUSAN  
 Typed or printed name of signer

**FIRST AMENDED ARTICLES OF ORGANIZATION OF**  
**EMERALD BAY HOLDINGS, LLC.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE**

**I. NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be EMERALD BAY HOLDINGS, LLC, and its principal office shall be located at 21595 BELHAVEN WAY, ESTERO, FLORIDA 32928, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE**

**II. PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this

arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

### ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

SUSAN RAMSEY  
21595 BELHAVEN WAY  
ESTERO FL 32928

ALEX RAMSEY  
21595 BELHAVEN WAY  
ESTERO FL 32928

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TALLAHASSEE, FLORIDA

ARTICLE  
V. DURATION

This limited liability company shall remain in existence perpetually unless dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE  
VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 21595 BELHAVEN WAY, ESTERO, FLORIDA 32928, and the name of the company's initial registered agent at that address is SUSAN RAMSEY.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby accept the appointment of 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.

Registered Agent Signature: Susan Ramsey

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of EMERALD BAY HOLDINGS, LLC.

Executed by the undersigned in Fort Myers, Lee County, Florida on this, the 23 day of January, 2008.

Susan Ramsey  
MANAGING MEMBER:  
SUSAN RAMSEY  
21595 BELHAVEN WAY  
ESTERO FL 32928

Alex Ramsey  
MANAGING MEMBER:  
ALEX RAMSEY  
21595 BELHAVEN WAY  
ESTERO FL 32928

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