

04/22/2008 08:33 FAX

GUNSTER YOAKLEY

04/22/2008

Page 1 of 1

Division of Corporations

**W08000022165**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000104334 3)))



H080001043343ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)  
Account Number : 076117000420  
Phone : (561) 650-0728  
Fax Number : (561) 655-5677

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 APR 22 AM 8:24

FILED

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

CITY MARINA & ANCHORAGE, LLC

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$30.00

T. CLINE

APR 23 2008

EXAMINER

RECEIVED

08 APR 22 AM 10:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

**W08-22165**

Apr 21 08 01:08p P Alexander

P. 2

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** City Marina & Anchorage, LLC  
(Name of Limited Liability Company)

Dear Sir or Madam:

The enclosed Articles of Correction and fee(s) are submitted for filing.  
Please return all correspondence concerning this matter to the following:

Mary E. Cramer-Scharlatt, C.P.  
(Name of Person)

GUNSTER, YOAKELY & STEWART, P.A.  
(Firm/Company)

777 South Flagler Drive, Suite 500 East  
(Address)

West Palm Beach, FL 33401  
(City/State and Zip Code)

For further information concerning this matter, please call:

Mary E. Cramer-Scharlatt, C.P. at ( 561 ) 650-0728  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$25 Filing Fee
- \$30 Filing Fee & Certificate of Status
- \$55 Filing Fee & Certified Copy
- \$60 Filing Fee, Certificate of Status & Certified Copy

CR2E062 (08/05)

**FILED**  
 2008 APR 22 AM 8:24  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

ARTICLES OF CORRECTION FOR FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY

Pursuant to section 608.4115, F.S., this document is being submitted within the required 30 business days to correct the attached articles of organization or application to transact business in Florida.

FIRST: The name of the limited liability company is: City Marina & Anchorage, LLC

SECOND: The articles of organization or the application to transact business

CHECK THE APPROPRIATE BOX AND COMPLETE THE APPLICABLE STATEMENT

Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:

The manager's name was incorrectly stated as P & J Management Company, LLC

The correct manager's name is P & J Marine Management, LLC.

OR

Was defectively signed. The manner in which the document was defectively signed and the appropriate correction are as follows:

2008 APR 22 AM 8:24 SECRETARY OF STATE TAMM ASSOCIATES, FLORIDA

FILED

Dated: March 13, 2008

Signature of a member or authorized representative of a member Pamela H. Alexander, Authorized Representative

Filing Fee: \$25.00 Certified Copy: \$30.00 (optional)

**ARTICLES OF ORGANIZATION  
FOR  
CITY MARINA & ANCHORAGE, LLC  
(A Florida Limited Liability Company)**

*The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to the Florida Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:*

**ARTICLE I - Name:**

The name of the Limited Liability Company is City Marina & Anchorage, LLC (the "Company").

**ARTICLE II - Duration:**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE III - Address:**

The street address and the mailing address of the principal office of the Limited Liability Company is 3315 NW Perimeter Road, Palm City, Florida 34990.

**ARTICLE IV - Nature of Business:**

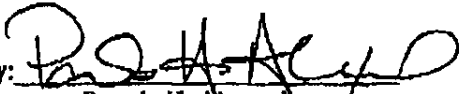
This Company is organized for the purpose of transacting any or all lawful business.

**ARTICLE V - Registered Agent, Registered Office, & Registered Agent's Signature:**

**Pamela H. Alexander  
3315 NW Perimeter Road  
Palm City, FL 34990**

*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, Pamela Alexander hereby accepts the appointment as registered agent and agrees to act in this capacity. Pamela Alexander further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and Pamela Alexander is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 608, F.S.*

**PAMELA H. ALEXANDER**

By:   
Pamela H. Alexander

2008 MAR -3  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA  
11:39

FILED

**ARTICLE VI - Manager(s):**

This Company shall be managed by a Manager in accordance with the Operating Agreement of the Company. The name and address of the Manager is as follows:

<u>Title</u>	<u>Name and Address</u>
Manager	P & J Management Company, LLC 3315 N.W. Perimeter Road Palm City, FL 34990

**ARTICLE VII - Membership Certificates:**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate.

**ARTICLE VIII - Indemnification:**

Pursuant to Section 608.4229 of the Act and the Operating Agreement of the Company, this Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, officer, director, employee or agent of this Company and such breach constitutes:

- (1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the manager, member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety or property.

A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2008 MAR 3 AM 11:00

FILED

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

**ARTICLE IX - Amendment**

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Member is subject to this reservation.

Dated: March 3, 2008

**REQUIRED SIGNATURE:**

  
Pamela H. Alexander, Authorized Representative

*(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.)*

WPS 965923.1

2008 MAR --3 AM 8: 39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED