

**L09000010903**

Florida Department of State  
Division of Corporations  
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.**

((H100000522323 3)))



H100000522323ABCP

**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 : DRUMMOND WEHLE & ROSS LLP  
Account Number : I20050000133  
Phone : (813) 983-8000  
Fax Number : (813) 983-8001

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
DMD CHADBOURNE VENTURES, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$55.00

RECEIVED

10 MAR -8 AM 10:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. HAWKES

MAR -9 2010

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

FILED  
10 MAR -8 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
(((H10000052232 3)))

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
DMD CHADBOURNE VENTURES, LLC**

**DMD CHADBOURNE VENTURES, LLC**, a limited liability company organized and existing under the laws of State of Florida (the "Company"), in order to amend and restate its Articles of Organization in accordance with the requirements of Section 608.411, Florida Statutes, does hereby submit these Amended and Restated Articles of Organization, and in connection therewith does certify as follows:

1. The name of the Company is **DMD CHADBOURNE VENTURES, LLC**. and its Document Number is **L09000010903**.
2. The original Articles of Organization of the Company were filed on February 2, 2009, and were effective as of February 2, 2009. These Articles of Amendment have been duly authorized, approved, executed and delivered for filing in accordance with Section 608.411, Florida Statutes.
3. These Amended and Restated Articles of Organization, were duly approved and adopted by unanimous action of the Members of the Company on March 6, 2010.
4. The Articles of Organization of the Company are hereby amended by replacing same in their entirety with the Amended and Restated Articles of Organization.
5. These Amended and Restated Articles of Organization attached hereto, shall become effective upon filing by the Department of State of the State of Florida.

FILED  
10 MAR -8 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
(((H10000052232 3)))

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
DMD CHADBOURNE VENTURES, LLC**

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**Article I – Name**

The name of this limited liability company (the "Company") shall be:

**DMD CHADBOURNE VENTURES, LLC**

**Article II – Principal Office and Mailing Address**

The initial mailing address and initial street address of the principal office of the Company are:

23 West Spanish Main Street  
Tampa, FL 33609

**Article III – Registered Office and Registered Agent**

The address of the initial registered office of the Company, and the initial registered agent of the Company at such office, shall be:

<b>Registered Agent</b>	<b>Initial Registered Office</b>
Gerard F. Wehle, Jr.	6987 East Fowler Avenue Tampa, Florida 33617

The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**Article IV – Operating Agreement**

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States of America.

(((H10000052232 3)))

**Article V – Management of Business**

Except for rights that are specifically reserved to the members in the Operating Agreement or these Articles, management of the Company shall be vested in its manager(s). Accordingly, the Company shall be a manager-managed company. Any reference to a member of the Company using the term “managing member” or “member-manager” (or any similar term or title) shall be deemed a reference to such member in the capacity as a manager of the Company, provided that such member otherwise has been duly appointed, designated or elected and otherwise qualifies to serve as a manager.

Initially the Company shall have one manager. The number of managers of the Company and the number and titles of officers of the Company, as well as their respective rights and duties, may be established and changed, at any time and from time to time, subject to applicable law and the terms and provisions of the Company’s Operating Agreement. The name and business address of the initial manager of the Company are as set forth below:

Name and Initial Positions	Business Address
David G. McDonald Manager	23 W. Spanish Main St. Tampa, FL 33609

**Article VI – Amendment of Articles of Organization**


The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

**Article VII – Commencement and Continuance of Existence**

The Company’s existence shall commence on such date as determined by the Florida Department of State. Thereafter the Company’s existence shall continue perpetually unless and until the Company is dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated, pursuant to Section 608.407, Florida Statutes, as authorized representative of a member of the Company.

DATED this 8th day of March, 2010.

  
GERARD F. WEHLE, JR.  
Authorized Representative of a Member


(((H10000052232 3)))

**DMD CHADBOURNE VENTURES, LLC**  
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

FILED  
10 MAR -8 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

**DATED** this 8th day of March, 2010.

  
GERARD F. WEHLE, JR.