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**B. KOHR**

SEP - 4 2009

**EXAMINER**

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Magic Properties  
of  
Lateland LLC

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- ☐ Art of Inc. File \_\_\_\_\_
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- ☐ Trade/Service Mark \_\_\_\_\_
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- ☒ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ☐ Cert. Copy \_\_\_\_\_
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- ☐ Certificate of Status \_\_\_\_\_
- ☐ Certificate of Fictitious Name \_\_\_\_\_
- ☐ Corp Record Search \_\_\_\_\_
- ☐ Officer Search \_\_\_\_\_
- ☐ Fictitious Search \_\_\_\_\_
- ☐ Fictitious Owner Search \_\_\_\_\_
- ☐ Vehicle Search \_\_\_\_\_
- ☐ Driving Record \_\_\_\_\_
- ☐ UCC 1 or 3 File \_\_\_\_\_
- ☐ UCC 11 Search \_\_\_\_\_
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Signature \_\_\_\_\_

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Time \_\_\_\_\_

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ARTICLES OF AMENDMENT TO  
ARTICLES OF ORGANIZATION OF

MAGIC PROPERTIES OF LAKELAND, LLC

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TALLAHASSEE, FLORIDA

The Articles of Organization for this Limited Liability Company were filed on August 19, 2009 and assigned Florida Document Number L09000079887. This amendment is submitted to amend the following:

The undersigned certifies that it has associated itself 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. I 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 PRINCIPLE PLACE OF BUSINESS

The name of the limited liability company shall be **MAGIC PROPERTIES OF LAKELAND, L.L.C.**, and its principle offices shall be located at **1836 Pinnacle Drive**, in the City of **Lakeland**, County of **Polk**, State of Florida, 33813, 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

PURPOSE 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 constructed 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 unanimous vote of the members of the limited liability company.

### **ARTICLE IV**

#### **MANAGEMENT**

This limited liability company shall be managed by one (1) manager. Management of this limited liability company is reserved to its member, whose name and address is follows:

**MAGIC PARTNERS, LP**  
**c/o RICHARD F. DEFLURI**  
**232 Regent Court**  
**STATE COLLEGE, PA. 16801**

### **ARTICLE V**

#### **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in

the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI

##### CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by all members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

#### ARTICLE VII

##### PROFITS AND LOSSES

(a) **Profit Sharing.** The members shall be entitled to the net profits arising from the operations of the limited liability company business that remain after the payments of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the profits specified below, unless otherwise set forth in an Operating Agreement:

Magic Partners, LP       -       100%

The distributive share of the profits shall be determined and paid to the members each year by December 31.

(b) **Losses.** All losses that occur in the operations of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

#### ARTICLE VIII

##### DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members, or as otherwise agreed by members.

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **1836 Pinnacle Drive, Lakeland, Florida, 33813**, and the name of the company's initial registered agent at that address is **Robert S. Macey**.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of **Magic Properties of Lakeland, L.L.C.**

Executed by the undersigned at 114 North Tennessee Avenue, Suite 204, Lakeland, Florida, 33801, this 1st day of SEPT., 2009.

MAGIC PARTNERS LP -- MANAGING MEMBER

BY:

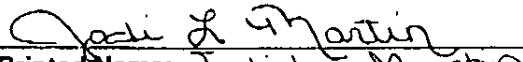


**RICHARD F. DEFLURI,**  
AS PRESIDENT OF MAGIC ASSET MANAGEMENT  
COMPANY, INC., THE GENERAL PARTNER OF  
MAGIC PARTNERS, LP

STATE OF PENNSYLVANIA

COUNTY OF Centre

The foregoing instrument was acknowledged before me this 1 day of September, 2009, by **RICHARD F. DEFLURI**, President of Magic Asset Management Company, Inc. who is personally known to me or produced his **Pennsylvania Driver's License** as identification.

  
Printed Name: Jodi L. Martin

Notary Public

My Commission Expires:

