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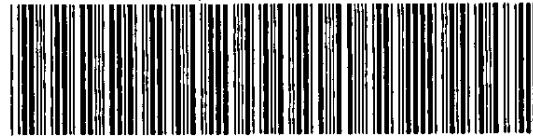
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FILED

10 JUN 24 PM 3:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. HAMPTON

JUN 24 2010

EXAMINER

**AMMENDED & RESTATED  
ARTICLES OF ORGANIZATION  
OF  
FEDERAL RESERVE HOLDINGS, LLC**

**FILED**  
10 JUN 24 PM 01:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization,

**ARTICLE 1 - NAME**

The name of the limited liability company shall be FEDERAL RESERVE HOLDINGS, LLC ("Company").

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 1187 8th Street South, Suite 4, Naples, Florida 34102 and the mailing address shall be the same.

**ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in the business of investments and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida,

**ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered agent of this Company is Global Financial Fund, LLC, at 2301 Hunter Blvd, Naples, Florida 34116.

**ARTICLE 7 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be

determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **ARTICLE 8 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company, is continued by the consent of all the remaining members, provided there are at least one remaining member.

#### **ARTICLE 9 - MANAGEMENT**

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Managing Member: Global Financial Fund, LLC  
Address: 2301 Hunter Blvd, Naples, Florida 34116

Managing Member: Alexander R. Xavier  
Address: 1187 8th Street South, Suite 4, Naples, Florida 34102

IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Amended & Restated Articles of Organization for the foregoing uses and purposes, this 22<sup>nd</sup> day of June, 2010.

  
Alexander R. Xavier, Managing Member

#### **ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION**

Global Financial Fund, LLC, 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, 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 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, F.S..

  
Ivica Petrovic, Managing Member

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10 JUN 24 PM 3:36  
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TALLAHASSEE, FLORIDA