

L10000080696

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(Address)

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(City/State/Zip/Phone #)

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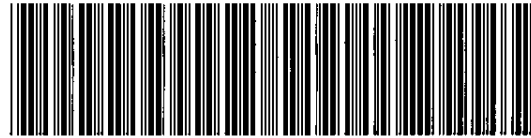
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TALLAHASSEE, FLORIDA

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: REGAL PROPERTY SOLUTIONS LLC

Name of Limited Liability Company

Document # L10000080696

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven J. Gibbs, Esq.

Name of Person

GIBBS LAW OFFICE, PLLC

Firm/Company

5237 Summerlin Commons Blvd.

Address

Fort Myers, FL 33907

City/State and Zip Code

JRW1953@embarqmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven J. Gibbs

Name of Person

at (239)

415-7495

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

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TALLAHASSEE, FLORIDA

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**AMENDED & RESTATED ARTICLES OF ORGANIZATION
OF
REGAL PROPERTY SOLUTIONS LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I - Name

The name of the Limited Liability Company is: REGAL PROPERTY SOLUTIONS LLC

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

2710 Del Prado Blvd. S, Unit 2-199
Cape Coral, Florida 33904

ARTICLE III - Purpose

The Company is organized for the purpose of acquiring real property and/or to own, hold for investment, finance, sell, lease, manage, or otherwise dispose of real property as may be acquired by the Company from time to time and to engage in any other lawful business related thereto as deemed appropriate by the Manager as permitted under the laws of the United States and of the State of Florida.

ARTICLE IV – Duration and Existence; Effective Date

The Company will exist perpetually, commencing on the date of the filing of these Articles of Organization with the Secretary of State of the State of Florida.

ARTICLE V – Continuation of Limited Liability Company

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event that terminates the continued relationship of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company shall not be dissolved and shall not be required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative or other legal representative of such

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member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE VI - Registered Office and Registered Agent

The Company hereby (i) designates 2710 Del Prado Blvd. S, Unit 2-199, Cape Coral, Florida 33904, as the street address of the Company's registered office, and (ii) names Ralston Holdings, LLC, as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII – Management and Authority

The Company shall be a manager-managed company. Pursuant to Fla. Stat. Sec. 608.4235, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability solely by virtue of being a member.

The name and address of each manager or managing member is as follows:

Ralston Holdings, LLC, 2710 Del Prado Blvd. S, Unit 2-199, Cape Coral, Florida 33904

ARTICLE VIII – Indemnification

(a) The Company shall indemnify any person or entity who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Company or its subsidiaries, to the fullest extent not prohibited by law, for action taken in the capacity of such person as director or officer of the Company or its subsidiaries. To the fullest extent not prohibited by law, the Company shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by on or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Company by action of its board of managers, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Company or its subsidiaries. The Company by action of its board of managers, in its sole discretion may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by on or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of managers, the authority granted to the board of managers in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

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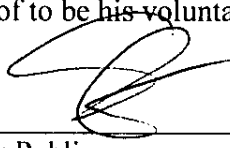
Authorized Representative:

By: Jennilee Williams
Ralston Holdings, LLC by Jennilee Williams

ACKNOWLEDGMENT

STATE OF Florida)
)ss.
COUNTY OF Lee)

On this October 17, 2011, before me, Steven J. Gibbs, a notary public, qualified for said county, personally came Jennilee Williams, Manager of Ralston Holdings, LLC as Authorized Representative, who provided a driver's license and was shown to be the identical person who signed the foregoing instrument and acknowledged the execution thereof to be his voluntary act and deed.



Notary Public

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization and to comply with the provisions of Chapter 608, Florida Statutes, and (ii) acknowledges that the undersigned is familiar with and accepts the obligations or such position.

Dated: October 17, 2011

Ralston Holdings, LLC

By: Jennilee Williams
Print Name: Jennilee Williams