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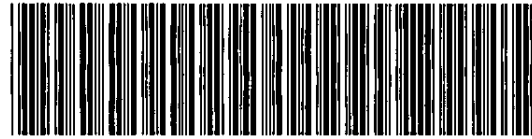
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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Nubanq Mortgage Capital, LLC  
Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

Robert M. Kramer

Name of Person

Kramer Green, et al

Firm/Company

4000 Hollywood Blvd., Suite 485S

Address

Hollywood, FL 33021

City/State and Zip Code

rkramer@kramergreen.com

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

For further information concerning this matter, please call:

Robert M. Kramer

Name of Person

at ( 954 ) 966.2112

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

**AMENDED AND RESTATED ARTICLES**  
**OF ORGANIZATION FOR**  
**NUBANQ MORTGAGE CAPITAL, LLC**

Pursuant to Section 605.0202 of the Florida Limited Liability Company Act, the Articles of Organization for **NUBANQ MORTGAGE CAPITAL, LLC**, which were originally filed with the Florida Secretary of State on August 18, 2010, are restated in their entirety to read as follows:

**"ARTICLE I - NAME**

The name of the Limited Liability Company is **NUBANQ MORTGAGE CAPITAL, LLC**.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: **102 NE 2<sup>nd</sup> Street, Suite 100, Boca Raton, FL 33432**.

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - MEMBER UNITS**

The Limited Liability Company is authorized to issue 10,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

**ARTICLE V - MANAGEMENT**

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

Prepared by Robert M. Kramer, Bar No. 181940, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, phone: (954)966-2112.

5.2 The board of managers of the Limited Liability Company shall consist of two (2) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the next annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The names and addresses of the initial managers of the Limited Liability Company are:

**Arthur Cohen**  
**102 NE 2<sup>nd</sup> Street, Suite 100**  
**Boca Raton, FL 33432**

**Diane Cohen**  
**102 NE 2<sup>nd</sup> Street, Suite 100**  
**Boca Raton, FL 33432**

#### **ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning all the issued and outstanding Member Units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning all of the issued and outstanding Member Units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of all remaining members of the Limited Liability Company.

#### **ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS**

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the approval of one member.

#### **ARTICLE VIII – DISTRIBUTION**

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and one-hundred percent (100%) of the members may consent to a distribution. All distributions shall be in the form of insurance company annuity contracts with the respective member as the annuitant, unless the Board of Managers and one hundred percent (100%) of the members consent otherwise.

**ARTICLE IX - OFFICERS**

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

**ARTICLE X - AMENDMENT OF ARTICLES OF ORGANIZATION**

All, but not less than all, of the members may consent to an amendment to the Articles of Organization.

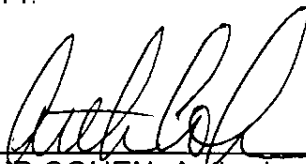
**ARTICLE XI - INDEMNIFICATION**

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.”

**ARTICLE XII – REGISTERED AGENT and REGISTERED OFFICE**

ARTHUR COHEN  
102 NE 2<sup>nd</sup> Street, Suite 100  
Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Amended and Restated Articles of Organization this 1<sup>st</sup> day of AUGUST, 2014.



ARTHUR COHEN, Authorized  
representative of the members of the Limited  
Liability Company

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