

L100000106108

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

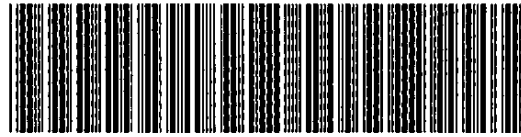
Special Instructions to Filing Officer: *

L. SELLERS

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EXAMINER

Office Use Only



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SECRETARY OF STATE
TREASURY FLORIDA

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Gibbs Law Office, PLLC

October 15, 2010

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing of Amended & Restated Articles of Organization, L & S Family Ventures, LLC

Dear Sir/Madam:

Please find enclosed the amended Articles of Organization for filing. An extra copy of the amended Articles is enclosed along with a check made payable to the Florida Department of State in the amount of \$25.00. Please date stamp the amended Articles and return it to the following:

GIBBS LAW OFFICE, PLLC
5237 SUMMERLIN COMMONS BLVD.
Fort Myers, FL 33907
Ph. 239-415-7495
Fx. 239-275-2137
info@gibbslawFL.com
www.gibbslawFL.com

Thank you for your assistance in this matter.

Sincerely,

Steven J. Gibbs, Esq.

Enclosures: Original Amended and Restated Articles of Organization (and copy)
Check #94 in the amount of \$25.00



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 21, 2010

GIBBS LAW OFFICE PLLC
5237 SUMMERLIN COMMONS BLVD.
FORT MYERS, FL 33907

SUBJECT: L & S FAMILY VENTURES, LLC
Ref. Number: L10000106108

We have received your document for L & S FAMILY VENTURES, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 410A00024937



Gibbs Law Office, PLLC

October 28, 2010

Registration Section
Division of Corporations
Attn: Leslie Sellers
Regulatory Specialist II
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing of Amended & Restated Articles of Organization, L & S Family Ventures, LLC
Ref. Number: L10000106108

Dear Ms. Sellers:

As requested, please find enclosed the Amended & Restated Articles of Organization with the corrected date for filing. An extra copy of the Articles is enclosed. Please date stamp it and return it to the following:

GIBBS LAW OFFICE, PLLC
5237 SUMMERLIN COMMONS BLVD.
Fort Myers, FL 33907
Ph. 239-415-7495
Fx. 239-275-2137
info@gibbslawFL.com
www.gibbslawFL.com

Thank you for your assistance in this matter.

Sincerely,

Steven J. Gibbs, Esq.

Enclosures: Original Amended & Restated Articles of Organization (and copy)
Copy of your letter of October 21, 2010

**AMENDED & RESTATED ARTICLES OF ORGANIZATION
OF
L & S FAMILY VENTURES, 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 Amended & Restated Articles of Organization which shall replace and supersede the Articles of Organization previously filed herein:

ARTICLE I - Name

The name of the Limited Liability Company is: L & S FAMILY VENTURES, LLC

ARTICLE II - Address

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

10851 Deal Road
North Fort Myers, FL 33917

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, having commenced upon the date of the filing of the original Articles of Organization, October 11, 2010, 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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TALLAHASSEE, FLORIDA

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 10851 Deal Rd., North Fort Myers, FL 33917, as the street address of the Company's registered office, and (ii) names Shelly E. Fitch as the Company's registered agent at that address to accept service of process within the State of Florida.

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

Lawrence A. Fitch Jr., as Trustee of the Lawrence A. Fitch Jr. Revocable Living Trust dated July 13, 2010
10851 Deal Rd., North Fort Myers, FL 33917

Shelly E. Fitch, as Trustee of the Shelly E. Fitch Revocable Living Trust dated July 13, 2010.
10851 Deal Rd., North Fort Myers, FL 33917

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 managing member or members may admit additional non-managing members from time to time on such terms and conditions as they deem proper. No right is given to any one or more of the non-managing members to have priority over any other non-managing members as to contribution or compensation. Upon the death, retirement or insanity of a managing member, the remaining managing members have the right to continue the business of the Company. Upon the death, retirement or insanity of the sole remaining managing member, a substitute managing member may be designated by the non-managing members. No right is given to any non-managing member to demand and receive property other than cash in return for his or her contribution. The Company shall be dissolved and liquidated if, upon the death, incapacity, expulsion, withdrawal or bankruptcy of a sole managing member, the non-managing members fail to designate a substitute managing member.

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.

L & S FAMILY VENTURES, LLC

By: _____

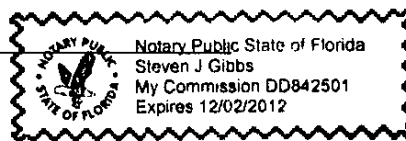
Lawrence A. Fitch Jr., Authorized Representative

ACKNOWLEDGMENT

STATE OF Florida)
)ss.
COUNTY OF Lee)

On this October 15, 2010, before me, Steven J. Gibbs, a notary public, qualified for said county, personally came Lawrence A. Fitch Jr., 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



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 15, 2010

By: _____

Shelly E. Fitch
Registered Agent