

L10000123636

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T. CLINE

SEP 18 2012

EXAMINER

September 10, 2012

**Via U.S Priority Mail**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Articles of Amendment to the Articles of Organization of  
Watch2Pay, LLC (the "Company") Filed to Change the Company's Address**

To Whom It May Concern:

In order to update the Company's mailing address, enclosed please find a check in the amount of Fifty Five Dollars (\$55.00) for costs to file the enclosed *Articles of Amendment to the Articles of Organization* ("Articles of Amendment") of the Company with the Florida Department of State and deliver to my attention a filed stamped and certified copy of the filing.

If you have any questions regarding the enclosed Articles of Amendment filing, please feel free to contact me at [zkaman@ymail.com](mailto:zkaman@ymail.com) or (561) 779-7049.

Very truly yours,



**ZOLTÁN KAMAN**  
Managing Member of the Company

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF ORGANIZATION  
OF  
WATCH2PAY, LLC**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned managing member of **WATCH2PAY, LLC**, in order to amend and restate the Articles of Organization of the limited liability company filed on November 29, 2012 and assigned document # L10000123636, hereby adopts these Articles of Amendment to the Articles of Organization to amend the following articles as follows:

**ARTICLE I  
NAME**

The new name of the limited liability company is **WATCH2PAY, LLC** (the "Company").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office and mailing address of the Company is 55 S.E. 2<sup>nd</sup> Avenue, Delray Beach, Florida 33444 in Palm Beach County.

**ARTICLE III  
PURPOSE**

The purpose of the Company to engage in any lawful act or activity for limited liability companies may be organized and operated under Chapter 608 of the Florida Limited Liability Company Act, as may be amended and supplemented from time to time.

**ARTICLE IV  
REGISTERED AGENT/REGISTERED OFFICE**

The name of the registered agent of the Company is Mr. Zoltan Kaman. The address of the registered office of the Company is 16 Adams Road, Ocean Ridge, Florida 33435 in Palm Beach County.

**ARTICLE V  
PERPETUAL EXISTENCE**

The Company shall have a perpetual existence that was commenced at the time of the filing of the Articles of Organization with the Department of State of the State of Florida on November 29, 2012.

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ARTICLE VI  
MANAGING MEMBERS

The property, business and affairs of the Company shall be managed by the managers of the Company (each a "Managing Member" acting independently). All of the duties and powers of the Company, these Articles of Amendment to the Articles of Organization and the operating agreement to be adopted by the members of the Company ("Operating Agreement") shall be exercised exclusively by each Managing Member. Each Managing Member shall serve until the next annual meeting of the members of the Company pursuant to the Operating Agreement of the Company. The title, name and mailing address of the person elected as Managing Member of the Company is as follows:

| <u>Title</u>            | <u>Name</u>    | <u>Address</u>                              |
|-------------------------|----------------|---|
| Managing Member<br>MGRM | Zoltan Kaman   | 16 Adams Road<br>Ocean Ridge, Florida 33435 |
| Managing Member<br>MGRM | Lucas Scheybal | 16 Adams Road<br>Ocean Ridge, Florida 33435 |

ARTICLE VII  
AMENDMENTS

The Company reserves the right to amend, alter or repeal any provisions contained in this Articles of Amendment to the Articles of Organization from time to time and at any time in the manner now or hereafter prescribed in this Articles of Amendment to the Articles of Organization, the Company's Operating Agreement and by the laws of the state of Florida, and all rights herein conferred upon members are granted subject to such reservation.

ARTICLE VIII  
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida:

A. Each Managing Member of the Company is expressly authorized to adopt, amend or repeal the Operating Agreement of the Company.

B. Elections of Managing Member of the Company need not be by written ballot unless the Operating Agreement of the Company shall so provide.

C. The books of the Company may be kept at such place within the state of Florida as the Operating Agreement of the Company may provide or as may be designated from time to time by the Managing Member of the Company.

D. Meetings of the members may be held within or without the state of Florida, as the Operating Agreement may provide.

E. The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class of units of the Company shall be provided in the Company's Operating Agreement.

F. All units of the Company will be subject to the Company's Operating Agreement and shall contain numerous restrictions on the rights of members of the Company and the transferability of units of the Company.

G. The Company may make an 'S-election' to be a recognized as a small business corporation as provided in Subchapter S of the Internal Revenue Code of 1986, as amended, and once elected, the members hereby agree immediately to submit to the Company and Company's counsel any unit certificates held by each of them representing their interest in the Company for inscription of a transfer restrictive legend thereon.

**I, THE UNDERSIGNED**, being the Managing Member of the Company herein named, for the purpose of amending and restating the Articles of Organization of the Company, pursuant to the laws of the state of Florida, do hereby make this Articles of Amendment to the Articles of Organization of the Company hereby declaring and certifying that this act, deed and the facts herein stated are true, and accordingly have hereunto set my name and seal this 10<sup>th</sup> day of September, 2012.



**Zoltan Kaman,**  
Managing Member of the Company  
On behalf of  
The Members of a Majority-in-Interest

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida statutes Sections 608.415, the undersigned Company, organized pursuant to the laws of the state of Florida, submits the following statement designating the registered agent/registered office in the state of Florida.

1. The name of the Company is  
**WATCH2PAY, LLC**
2. The name and address of the registered agent and office is:

Attention: Mr. Zoltan Kaman  
16 Adams Road  
Ocean Ridge, Florida 33435

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 in Chapter 608 of the Florida statutes.



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Registered Agent: Mr. Zoltan Kaman

Date: September 10, 2012

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TALLAHASSEE, FLORIDA

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