

L11000107022

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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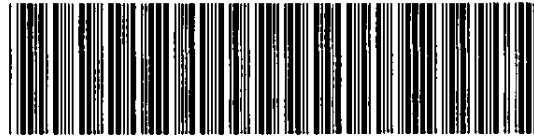
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

JUL 05 2012

EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: W.S. Mountain Properties, 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:

Frances Casey Lowe, Esq.

Name of Person

Guilday, Tucker, Schwartz & Simpson, P.A.

Firm/Company

3042 Crawfordville Hwy

Address

Crawfordville, FL 32327

City/State and Zip Code

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

For further information concerning this matter, please call:

Frances Casey Lowe

Name of Person

at ( 850 )

926-8245

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

Call when  
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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

W.S. Mountain Properties, LLC

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on September 19, 2011 and assigned  
Florida document number L11000107022.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_

*Enter Florida street address*

\_\_\_\_\_, Florida \_\_\_\_\_  
City Zip Code

**New Registered Agent's Signature, if changing Registered Agent:**

*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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

If Changing Registered Agent, Signature of New Registered Agent

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager  
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	William L. Newton	1395 Old Philadelphia Road Jasper, GA 30143	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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TALLAHASSEE, FLORIDA

Dated June 20, 2012

*Frances C Lowe*

Signature of a member or authorized representative of a member

Frances Casey Lowe, Esq.

Typed or printed name of signee

**FIRST AMENDMENT TO OPERATING AGREEMENT  
OF**

***W.S. MOUNTAIN PROPERTIES, LLC***  
***a Florida limited liability company***

THIS FIRST AMENDMENT TO THE OPERATING AGREEMENT for W.S. Mountain Properties, LLC (the "Company") is entered into as of June 20, 2012. All terms not otherwise defined herein shall have the meaning assigned to them in the Operating Agreement of the Company.

WHEREAS, the Operating Agreement for the Company, became effective on or about September 19, 2011; and

WHEREAS, Sylvia Pearson ("Pearson") and William L. Newton ("Newton") are the sole Members (as defined in the Operating Agreement) of the Company; and

WHEREAS, Newton resigned as a Member of the Company; and

WHEREAS, the remaining Member desires to amend the Operating Agreement of the Company to approve and accept the transfer of the Corporate Interest held by Newton to be transferred to Pearson; and

WHEREAS, the Member desires to amend the Operating Agreement of the Company to approve and accept the transfer of 50 Units Corporate Interest held by Newton to Pearson; and

NOW WHEREFORE, the Member hereby agrees as follows:

1. The recitals set forth above are true and correct and are hereby incorporated herein as if again set forth in their entirety.
2. The Member unanimously approves the transfer of 50 Units of Corporate Interest currently held by Newton to Pearson.
3. In the NAME, ADDRESS, AND INITIAL CAPITAL CONTRIBUTION OF THE MEMBERS, the following language shall be deleted:

<u>Members' Names</u>	<u>Members' Addresses</u>	<u>Value of Initial Capital Contributions of Members</u>	<u>Initial Units Issues to Members</u>
Sylvia Pearson	124 Pearson Rd. Jasper, GA 30143	\$50.00	50 Units
William L. Newton	1395 Old Philadelphia Rd. Jasper, GA 30143	\$50.00	50 Units

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4. In the NAME, ADDRESS, AND INITIAL CAPITAL CONTRIBUTION OF THE MEMBERS, the following language shall be inserted:

5.

<u>Member's Name</u>	<u>Member's Address</u>	<u>Value of Initial Capital Contributions of Member</u>	<u>Initial Units Issues to Member</u>
Sylvia Pearson	124 Pearson Rd. Jasper, GA 30143	\$100.00	100 Units

6. Except as specifically amended in this FIRST Amendment, all of the terms, provisions, covenants, and conditions of the Operating Agreement and First Amendment to Operating Agreement shall remain unmodified and in full force and effect as written.

Sylvia Pearson  
SYLVIA PEARSON

06-20-12  
Date

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**ASSIGNMENT OF MEMBERSHIP  
INTEREST IN W. S. MOUNTAIN PROPERTIES, LLC**

For and in consideration of \$10.00, as well as other good and valuable consideration, the receipt and adequacy of which is acknowledged, William L. Newton, the owner of 50 Units OF interest in W. S. MOUNTAIN PROPERTIES, LLC (the "Membership Interest"), hereby assigns and conveys to Sylvia Pearson his Membership Interest in W. S. MOUNTAIN PROPERTIES, LLC. William L. Newton is hereby referred to as "Assignor"; and Sylvia Pearson is hereby referred to as "Assignee."

Assignor hereby represents and warrants to Assignee that, on the date hereof, and at the time of such delivery: (1) Assignor is the sole legal and beneficial owner of the Membership Interest; (2) Assignor has not sold, transferred, or encumbered any of the Membership Interest; (3) subject to the provisions of the Operating Agreement and all the amendments, Assignor has the full and sufficient right at law and in equity to transfer and assign the Membership Interest, and is assigning and transferring the Membership Interest to Assignee free and clear of any and all right, title, or interest of any other person whatsoever; (4) no claims or lawsuits are pending against Assignor which seek to divest Assignor of title or ownership to the Membership Interest being transferred; and (5) Assignor is not in bankruptcy.

Assignee represents and warrants that she has read the Operating Agreement and all amendments and agrees to be bound by the Operating Agreement and all amendments.

This Assignment and Agreement may be signed in multiple counterparts by the Parties.

**ASSIGNOR:**

  
WILLIAM L. NEWTON

Date

6-20-12

**ASSIGNEE:**

  
SYLVIA PEARSON

Date

06-20-12

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