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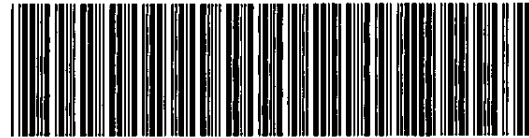
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TALLAHASSEE, FLORIDA

C. LEWIS
JAN 9 2012
EXAMINER

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2377 Crawford Court
Lantana, FL 33462-2511
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January 3, 2012

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: Amendment to SEA Carl Investments LLC Articles
- Doc 11000145159 filed December 29, 2011

To Whom It May Concern:

Enclosed is an original of the Amended and Restated Articles of Organization for SEA Carl Investments LLC, a Florida limited liability company, along with a check in the amount of \$25.00 for the filing fee.

Please file the original. Thank you for your assistance.

Sincerely,


Richard W. Carlson, Jr., Esq.

c: Scott Carl, Managing Member, w/ enc., via email
Matt Lull, w/ enc., via email

**Amended and Restated Articles of Organization of
SEA Carl Investments L.L.C.,
a Florida Limited Liability Company**

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The Articles of Organization of this limited liability company were filed on December 29, 2011, and assigned Florida document number L11000145159.

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

The undersigned certifies that Scott Carl, of 7301 NW 57th Pl Tamarac FL 33321, has formed a limited liability company under the laws of the State of Florida, by adopting these Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit. He further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be SEA Carl Investments L.L.C., and its principal office and mailing address shall be located at 7301 NW 57th Pl Tamarac FL 33321.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all

things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the

business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Notwithstanding the foregoing, until such time as that certain Lull Note and Collateral Assignment of Membership Interest and Security Agreement ("Security Agreement") are satisfied and released (collectively "Lull Release"), this limited liability company shall not acquire any assets other than MNR Lull, LLC, a Florida limited liability company. The first amendment subsequent to the effectiveness of these Amended and Restated Articles of Organization shall be approved by Mathew K Lull in the presence of a Notary Public in order to be effective, which shall state that the Lull Release has been executed ("Lull Release Amendment"). Amendments to any articles subsequent to the Lull Release Amendment shall not require the consent Mathew K Lull.

ARTICLE III

EXERCISE OF POWERS and LIMITATION OF MEMBERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be under the direction of the single Member of this limited liability company. Until the occurrence of the Lull Release, the sole member of this limited liability company shall be Scott Carl, except pursuant to the Security Agreement.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by the Managing Member. The name and address of the person who shall serve as manager is Scott Carl, 7301 NW 57th Pl, Tamarac, FL 33321. The Managing Member shall not be replaced until the occurrence of the Lull Release, except pursuant to the Security Agreement.

ARTICLE V
DURATION

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This limited liability company shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in the regulations adopted by the Members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office and the registered agent of the limited liability company is Richard W. Carlson, Jr., Esq., 2377 Crawford Court, Lantana, Florida, 33462-2511.

This statement is to acknowledge that, as indicated above, SEA Carl Investments, LLC, has appointed me, Richard W. Carlson, Jr., Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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, Florida Statutes.



Richard W. Carlson, Jr., Esq.

The undersigned, Scott Carl, certifies that this instrument constitutes the Articles of Organization of SEA Carl Investments, L.L.C.

In accordance with the Florida Statutes Section 608.408(3), the execution of these articles constitutes an affirmation under the penalties for perjury that the facts stated herein are true. I am aware that any false information in a document submitted to the Department of State constitutes a third degree felony as



provided in Florida Statutes Section 817.155.

Executed by Scott Carl, Managing Member, on this 30th day of December, 2011.

WITNESSES:


Print Name: Richard W. Carlson


Print Name: Matthew L. Cull


Scott Carl
Managing Member

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