

L12000004967

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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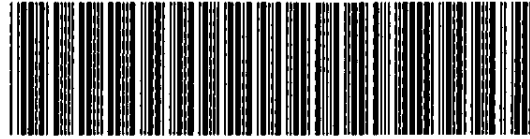
(Business Entity Name)

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2012 JAN 30 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
JAN 31 2012
EXAMINER



Gibbs Law Office, PLLC

January 27, 2012

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

RE: Filing of Amended & Restated Articles of Organization, WATERBILLY WEAR 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 in the amount of \$25.00

**AMENDED & RESTATED ARTICLES OF ORGANIZATION
OF
WATERBILLY WEAR LLC**

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TALLAHASSEE, FLORIDA

The undersigned, being a duly authorized representative of a member, having formed 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 on January 5, 2012, effective January 1, 2012, Florida Document number L12000004967.

ARTICLE I - Name

The name of the Limited Liability Company as amended is: WATERBILLY LLC

ARTICLE II - Address

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

2306 SE 8th Place, Cape Coral, Florida 33990

ARTICLE III - Purpose

The Company is organized for the purpose of holding the trademark/s and marketing various clothing and accessories including the line to be identified as Waterbilly, and any other lawful business related thereto 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 January 1, 2012, Florida Document number L12000004967, 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

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 10181 Six Mile Cypress, Ste C, Ft. Myers, Florida 33966, as the street address of the Company's registered office, and (ii) names Steven J. Gibbs, Esq. as the Company's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VII – Management and Authority

The Company shall be a member-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 name and address of each manager and member is:

Eric Thesier, 2306 SE 8th Place, Cape Coral, Florida 33990

ARTICLE VIII – Indemnification

(a) The Company shall indemnify any person 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.

WATERBILLY LLC

By: 

Eric Thesier, Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

STATE OF Florida)
)ss.
COUNTY OF Lee)

On this January 27, 2012, before me, Anita L. Perch, a notary public, qualified for said county, personally came Eric Thesier, 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

NOTARY PUBLIC-STATE OF FLORIDA
Anita L. Perch
Commission # DD998270
Expires: JUNE 07, 2014
BONDED THRU ATLANTIC BONDING CO., INC.

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: January 27, 2012

By: 
Print Name: Steven J. Gibbs, Esq.
Registered Agent