

L120000051435

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EXAMINER



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06/18/12--01010--011 **25.00

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DIVISION OF CORPORATIONS
12 JUN 18 PM 3:27

Russell S. Jacobs, P.A.

1400 N.E. Miami Gardens Drive, #208, N. Miami Beach, Florida

305.405.4444

June 12, 2012

VIA U.S. MAIL

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

FILED
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DIVISION OF CORPORATIONS
12 JUN 18 PM 3:21

Re: Simply Green Holdings, LLC – Articles of Amendment to the Articles of Organization

To Whom It May Concern,

Please find enclosed the Articles of Amendment to the Articles of Organization for Simply Green Holdings, LLC; as well as the check # 5494 in the amount of \$25. Please file the attached and if you have any questions, please do not hesitate to contact our office.

Best regards,

RUSSELL S. JACOBS, P.A.

By: 

FOR THE FIRM

RSJ/cb

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12 JUN 18 PM 3:27

**ARTICLES OF AMENDMENT TO THE ARTICLES OF ORGANIZATION OF
SIMPLY GREEN HOLDINGS, LLC**

THESE ARTICLES OF AMENDMENT ("First Amendment") TO THE ARTICLES OF ORGANIZATION OF SIMPLY GREEN HOLDINGS, LLC ("Company"), a Florida limited liability company, is made as of this 06 day of JUNE 2012 pursuant to Florida Statute Section 608.411. The members of the Company unanimously hereby state as follows:

1. The articles of organization of the Company were originally filed on April 16, 2012 under file and assigned Florida document no. L12000051435.

2. Article V is hereby deleted and replaced with the following:

The Company shall be managed by a Manager pursuant to Florida Statute Section 608.422(4) designated by the written unanimous consent of the Member(s) and such designation shall remain in full force and effect until a successor is designated by written unanimous consent of the Member(s). The Manager shall have authority to take any and all actions on behalf of the Company not otherwise prohibited by law and any third party may rely on the actions of such Manager. The initial and sole Manager until revoked or otherwise designated by written unanimous consent of the Member(s) is Steven Neiger. The Manager shall not be liable individually to the Company or any third party for any action taken on behalf of the Company. The Company shall indemnify and hold Manager harmless from and against any and all claims, demands, losses, damages, suits, actions proceedings, recoveries, judgments, executions, costs, losses, penalties, fines or expenses (including but not limited to litigation costs and expenses and reasonable attorneys' fees, including those incurred by any indemnified party in establishing its or his right to indemnification hereunder, all through trial and any and all appeals) in connection with Company related matters.

3. This First Amendment is effective as of June 6, 2012.

Authorized and effective as of the date written above, by unanimous consent of all of the Members of the Company.



Steven Neiger, Manager

CERTIFICATE OF CORPORATE RESOLUTION AND INCUMBENCY

I, Steven Neiger, as Manager of Simply Green Holdings, LLC, a Florida limited liability company, (the "Company"), do hereby certify unto whom it may concern as follows:

1. That the Company is authorized to transact business in the State of Florida, and that Steven Neiger are the Manager.

2. That no dissolution, bankruptcy, or insolvency proceedings with respect to the Company have been commenced.

3. That the Articles of Organization for the Company are true, complete, current, and in full force and effect this date without modification.

4. That the Operating Agreement of the Company are true, complete, current, and are in full force and effect this date without modification and it is appointed by all of the members.

5. That the following person is the manager of the Company which are designed beside their respective names:

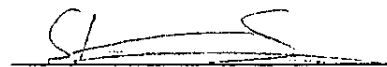
Office

Incumbent

Signature

Manager

Steven Neiger



6. That a Special Meeting of the Members of the Company, held on April 16, 2012, at its principal place of business in Miami-Dade County, Florida, at which meeting a majority of the Members of the Company were personally present and attending, the following resolution was unanimously adopted by the Members of said Company.

BE IT RESOLVED by the Members of Simply Green Holdings, LLC, a Florida limited liability company as follows:

(1) That the Company is authorized to purchase 320 NE 60th Street, Miami Florida, 33137, more particularly described as (the "Property"):

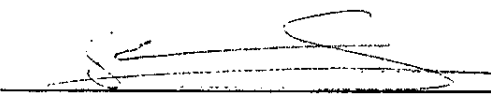
Lots 18 and 19, PIERCES SUBDICISION, BISCAYNE PARK, according to the Plat thereof as recorded in Plat Book 1, Page 198, Public Records of Miami Dade County, Florida.

Parcel ID number: 0132180160130

(2) That Steven Neiger, as Manager of Simply Green Holdings, LLC, is authorized, empowered, and directed to execute any and all other purchase documents and instruments including but not limited to closing statements, mortgage, promissory note, affidavits, truth in lending statements, and any and all other loan documents, and to take any and all actions and to do any and all other things necessary or incidental to the closing of the purchase of Property and the loan, and that Steven Neiger is further authorized to execute and enter into any and all agreements, instruments, and documents that may be necessary or required in connection with the loan.

7. That the foregoing resolution is outstanding and has not been modified or rescinded.

IN WITNESS WHEREOF, We have hereunto set my hand and seal as Manager of Simply Green Holdings, LLC, a Florida limited liability company, and have affixed the Company seal of said Company hereto on 2/16/12, 2012.



Steven Neiger, Manager
of Simply Green Holdings, LLC