

U12000056208

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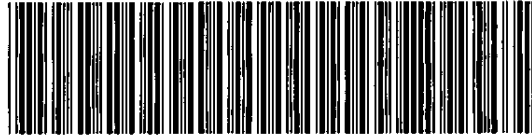
(Business Entity Name)

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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 265801 7766754

AUTHORIZATION

COST LIMIT : \$25.00

ORDER DATE : August 24, 2016

ORDER TIME : 3:36 PM

ORDER NO. : 265801-005

CUSTOMER NO: 7766754

DOMESTIC AMENDMENT FILING

NAME: MOONSTONE LIEN INVESTMENTS,
LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: _____

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ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION
OF
MOONSTONE LIEN INVESTMENTS, LLC,
a Florida limited liability company

ARTICLE I

The Articles of Organization of Moonstone Lien Investments, LLC (the "Company") were (i) filed on April 25, 2012 and assigned Florida document number L12000056208 and (ii) amended on May 17, 2012 (the "First Amendment"). This amendment is submitted to amend the Articles of Organization, as amended by the First Amendment, to amend and restate the following Articles:

ARTICLE VI

The Company's business and purpose shall consist solely of the acquisition and ownership of tax certificates representing liens on Florida real estate issued by Florida tax collectors ("Tax Certificates") and activities incidental thereto (including, without limitation, the execution and delivery of documents (including guaranties and security agreements) related to indebtedness incurred by the Company or its affiliates or subsidiaries and the performance of obligations under such documents) and the holding of real estate related thereto.

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ARTICLE IX

The Company has not and shall not, so long as there is any effective UCC-1 financing statement filed in Florida naming the Company as a debtor and CONA as secured party, without the prior written consent of CONA:

- (a) acquire or own any material asset other than Tax Certificates or real estate or other assets related to such Tax Certificates;
- (b) fail to preserve its existence as an entity duly organized, validly existing and in good standing (if applicable) under Florida law, or amend, modify, terminate or fail to comply with the provisions of these Articles of Organization or the Company's Operating Agreement;
- (c) own any subsidiary (other than for the purpose of holding real estate) or make any investment in or acquire the obligations or securities of any other person or entity;
- (d) commingle its assets with the assets of any of its principal(s), affiliates, or of any other person or entity or transfer any assets to any such person or entity other than distributions on account of equity interests in the Company permitted by the documents executed by CONA and properly accounted for;
- (e) allow any person or entity to pay its debts and liabilities (except for a guarantor of all or any portion of the obligations owed to CONA) or fail to pay its debts and liabilities solely from its own assets;

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- (f) fail to maintain its records, books of account and bank, accounts separate and apart from those of the partners, members, principals and affiliates of the Company, the affiliates of a partner or member of the Company and any other person or entity or fail to prepare and maintain its own financial statements in accordance with generally accepted accounting principles and susceptible to audit, or if such financial statements are consolidated fail to cause such financial statements to contain footnotes disclosing that the Tax Certificates are actually owned by the Company;
- (g) enter into any contract or agreement with any partner, member, principal or affiliate of the Company or any guarantor of all or a portion of the obligations owed to CONA or any partner, member, principal or affiliate thereof, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any partner, member, principal or affiliate of the Company, as the case may be, any guarantor or any partner, member, principal or affiliate thereof;
- (h) fail to correct any known misunderstandings regarding the separate identity of the Company;
- (i) hold itself out to be responsible or pledge its assets or credit worthiness for the debts of another person or entity or allow any person or entity to hold itself out to be responsible or pledge its assets or credit worthiness for the debts of the Company (except for a guarantor of all or any portion of the obligations owed to CONA);
- (j) make any loans or advances to any third party, including any partner, member, principal or affiliate of the Company, or any partner, member, principal or affiliate thereof;

ARTICLES OF AMENDMENT OF
MOONSTONE LIEN INVESTMENTS, LLC

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- (k) fail to file its own tax returns or to use separate contracts, purchase orders, stationery, invoices and checks;
- (l) fail either to hold itself out to the public as a legal entity separate and distinct from any other entity or person or to conduct its business solely in its own name in order not (i) to mislead others as to the identity with which such other party is transacting business, or (ii) to suggest that the Company is responsible for the debts of any third party (including any partner, member, principal or affiliate of the Company or any partner, member, principal or affiliate thereof);
- (m) fail to allocate fairly and reasonably among the Company and any third party (including, without limitation, any guarantor) any overhead for common employees, shared office space or other overhead and administrative expenses;
- (n) allow any person or entity to pay the salaries of its own employees or fail to maintain a sufficient number of employees for its contemplated business operations;
- (o) fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;
- (p) share any common logo with or hold itself out as or be considered as a department or division of (i) any partner, principal, member or affiliate of the Company, (ii) any affiliate of a partner, principal, member or affiliate of the Company, or (iii) any other person or entity or allow any person or entity to identify the Company as a department or division of that person or entity; or

- (q) conceal assets from any creditor, or enter into any transaction with the intent to hinder, delay or defraud creditors of the Company or the creditors of any other person or entity.

[SIGNATURE PAGE FOLLOWS]

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Executed this 19th day of August, 2016:

MOONSTONE LIEN INVESTMENTS, LLC

By: 
Name: Richard Gordon
Title: Manager

By: _____
Name: Trey Gullledge
Title: Manager

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ARTICLES OF AMENDMENT OF
MOONSTONE LIEN INVESTMENTS, LLC

Executed this 19th day of August, 2016:

MOONSTONE LIEN INVESTMENTS, LLC

By: _____
Name: Richard Gordon
Title: Manager

By: _____
Name: Trey Gullledge
Title: Manager

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