

L120000066175

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 DEC 26 AM 8:40

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J. SAULSBERRY
EXAMINER

JAN 01 2013

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: **Windstar Management Services, 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:

Oscar Wright, Jr.

Name of Person

Windstar Management Services, LLC

Firm/Company

135 Jenkins Street, Suite 105B 276

Address

St. Augustine, FL 32086

City/State and Zip Code

oscarwrightjr@gmail.com

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

For further information concerning this matter, please call:

Oscar Wright, Jr.

Name of Person

904 806-5511

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input type="checkbox"/> \$25.00 Filing Fee | <input checked="" type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$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

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TALLAHASSEE, FL 32301

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

Windstar Management Services, 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 December 21, 2012 and assigned Florida document number L12000066175.

This amendment is submitted to amend the following:

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

N/A
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)

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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

City, Florida

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>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
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D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

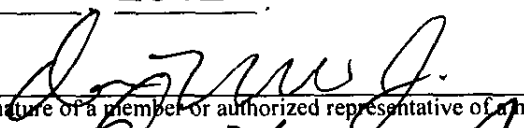
Amending Operating Agreement

VI: MEMBERSHIP WITHDRAWAL AND TRANSFER PROVISIONS

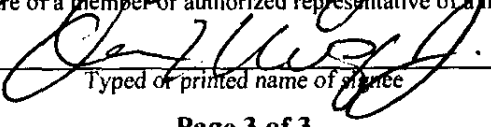
Section B: Unrestricted Transfer of Membership

(See Attached Document)

Dated December 21 2012


Signature of a member or authorized representative of a member

Oscar Wright, Jr.


Typed or printed name of signer

Page 3 of 3

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA

**WAIVER OF NOTICE
OF SPECIAL MEETING
WINDSTAR MANAGEMENT SERVICES, LLC**

The organizational meeting of Windstar Management Services, LLC a Limited Liability Company organized under the laws of the State of Florida was held by the initial members at 9810 Baymeadows Road Jacksonville Florida 32256 on December 20, 2012 at 6:00 PM.

The meeting was called to order by Oscar Wright, Jr. Managing Member of Windstar Management Services, LLC.

Also present at the meeting were:

Lynn A. Westbrook, Member

A special meeting was called to discuss amending the Operating Agreement, Section VI Membership Withdrawal and Transfer Provisions (B) Unrestricted Transfer of Membership.

After discussion and on motion duly made and unanimously adopted, it was RESOLVED to amend Section VI (B). Unrestricted Transfer of Membership in the Operating Agreement of Windstar Management Services, LLC.

The Secretary was instructed to submit the amendment to the Operating Agreement to Florida's Secretary of State.

There being no further business to come before the meeting, the managing member/member announced the Special Meeting of Members for Windstar Management Services, LLC was ADJOURNED.

Dated: 20 day of Dec, 2012

Oscar Wright
Secretary of the Meeting

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TALLAHASSEE, FLORIDA

We, the undersigned members, do hereby waive any notice required with respect to said meeting and do hereby ratify and confirm the above actions taken at said meeting.

[Signature]
Managing Member
[Signature]
Member

**FIRST AMENDMENT TO OPERATING AGREEMENT
FOR
WINDSTAR MANAGEMENT SERVICES, LLC**

This First Amendment to Operating Agreement for Windstar Management Services, LLC is made and entered into this 20th day of December, 2012, by and between all members of the LLC who have affixed their signature hereto as of this date.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements contained herein, and intending to be legally bound, the members agree and contract as follows:

1. Amendment to Agreement.

Section VI: Membership Withdrawal and Transfer Provisions of the Original Operating Agreement is hereby amended in its entirety to read as follows:

B. Unrestricted Transfer of Membership:

A member may unconditionally transfer his or her membership in the LLC whenever and to whomever he or she chooses.

Any member may be allowed to assign an economic interest in his or her membership to another person without the approval of the other members or member-managers.

Member ownership is not subject to conditions precedent, conditions subsequent, executor agreements, voting trusts, restrictions on assignments of voting rights or any other arrangements causing or potentially causing ownership benefits to go to another.

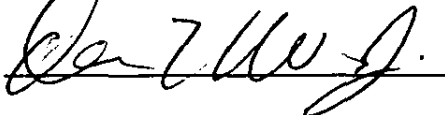
All capitalized terms not defined in this Amendment will have the meaning ascribed to them in the Original Operating Agreement.

Except as otherwise provided herein, all other terms and conditions of the Original Operating Agreement remain in full force and effect.

All LLC members hereby agree and consent to be bound by the terms of the entire operating agreement encompassed by the original as modified by this amendment.

IN WITNESS WHEREOF, the undersigned have duly executed this Amendment to Operating Agreement as Members on the date first written above:

MANAGING MEMBER



MEMBER



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