

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : PHOENIX FILE & PAGIDIPATI PLLC
Account Number : I20100000059
Phone : (239) 461-0101
Fax Number : (239) 461-0083

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: CPTP@PhoenixFile.com

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
CAPTIVA BREEZE LLC

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$30.00

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B. BOSTICK

JUN 15 2012

EXAMINER

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Captiva Breeze LLC
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Articles of Correction and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Charles PT Phoenix, Esq.

Name of Person

Phoenix File & Paglidipati PLLC

Firm/Company

12800 University Drive, Suite 260

Address

Fort Myers, FL 33907

City/State and Zip Code

cptp@phoenixfile.com

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

For further information concerning this matter, please call:

Debbie Miller

Name of Person

at (269)461-0101

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee ☒ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

CR2E062 (08/05)

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**ARTICLES OF CORRECTION
FOR
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to section 608.4115, F.S., this document is being submitted within the required 30 business days to correct the attached articles of organization or application to transact business in Florida.

FIRST: The name of the limited liability company is: Captiva Breeze LLC

L12000075955

SECOND: The articles of organization or the application to transact business

(CHECK THE APPROPRIATE BOX AND COMPLETE THE APPLICABLE STATEMENT)

☒ Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:
Membership Listing "The Initial Managing Members or Member of the

Company Is: Michele Osborn" is incorrect in that the incorrect name was

Inadvertently typed. The corrected statement is as follows:

"The Initial Managing Members or Member of the Company is: William Meyer"

OR

☐ Was defectively signed. The manner in which the document was defectively signed and the appropriate correction are as follows:

Dated: June 13 2012


Signature of a member or authorized representative of a member

Michele Osborn, Member

Typed or printed name of signee

Filing Fee: \$25.00
Certified Copy: \$30.00 (optional)

CR2E062 (08/05)

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
For a Domestic Limited Liability Company**

Pursuant to the laws of the State of Florida, to wit Chapter 608, Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a limited liability company ("the Company"):

ARTICLE I

The name of the limited liability company is:

Captiva Breeze LLC

ARTICLE II

The principal office shall be located at

**2307 S. Forrest Heights
Springfield, MO 65809**

The mailing address is

**2307 S. Forrest Heights
Springfield, MO 65809**

ARTICLE III

The initial registered agent is

Charles PT Phoenix, Esq.

Service of process may be made on the registered agent at

12800 University Drive, Suite 260, in Fort Myers, County of Lee, State of Florida, with the postal zip code being 33907.

ARTICLE IV

The Company may engage in any activity permitted by the Florida Limited Liability Company Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Company acts.

ARTICLE V

The Company shall adopt an operating agreement that conforms to these Articles by unanimous consent of the initial members ("Operating Agreement"). The Operating Agreement shall always be construed to conform to these Articles or, if any paragraph or section of the Operating Agreement cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Operating Agreement shall be stricken as if it had never been adopted into the Operating Agreement so that the Operating Agreement conforms to these Articles. The Operating Agreement shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

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ARTICLE VI

The Company shall act under the direction of the members (each a "Member"), always pursuant to these Articles and the Operating Agreement.

ARTICLE VII

Each Member shall have preemptive rights to purchase membership interests in cash pro rata based on the Member's proportional voting rights pursuant to any offering by the Company.

Except as provided in the Operating Agreement, the membership interests may be further limited in that all membership interests, including every portion thereof, may be subject to the Company's or the Members' rights of first refusal as expressed in the Operating Agreement on the Operating Agreement's effective date.

The membership interests are further limited in that all Members must be natural persons and citizens of the United States of America and must consent to an election to be treated as an association taxable as a corporation within the meaning of *Subchapter S of the Internal Revenue Code of 1986*, as amended, ("IRC") by executing all documents necessary to effect the *IRC Subchapter S* election.

The membership interests shall have no other limitations other than those specifically mandated by the *Florida Limited Liability Company Act* or as specified in these Articles or the Operating Agreement.

ARTICLE VIII

In accordance with the distribution rules of the Operating Agreement, the Company shall distribute to the Members, prior to the fifteenth (15th) day of the calendar month following the close of each calendar quarter, or as soon thereafter as possible as in accordance with the *Internal Revenue Code of 1986*, as amended, ("IRC"), ("Tax Distribution Date") the amount that the Company will distribute to the Members on the Tax Distribution Dates, and is fifty percent (50%) of the lesser of (i) the Net Cash Flow, as defined infra, if any; or (ii) "Ordinary business income (loss)," as defined by and calculated in accordance with the *IRC* on Department of the Treasury, Internal Revenue Service *Form 1065, U.S. Return of Partnership Income* multiplied by the highest income tax rate set forth in *IRC 1* (but in no event will the Company make a negative distribution as a result) ("Tax Distribution"). The Members may forego or reduce the Tax Distribution for any particular Tax Distribution Date upon a unanimous vote within thirty (30) days of the particular Tax Distribution Date for which the Members consider foregoing or reducing a Tax Distribution; but, the Tax Distribution requirements of this Article shall never be waived, estopped or otherwise prevented by any preceding election by the Members to forego or reduce a Tax Distribution.

"Net Cash Flow" means the lesser of (i) the net change of the Company's cash balances during the prior taxable year calculated in accordance with generally accepted accounting principles; and (ii) the Company's cash balances at the end of the year, less reasonable reserves for working capital and projected cash requirements, including projected expenses and contingent liabilities, but not including capital investments and reinvestments that are not necessary to the Company as a going concern, all calculated in accordance with generally accepted accounting principles as limited by the *IRC*. The

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balance of Net Cash Flow, if any, may be distributed to each Member in proportion to the Membership Interests at times and in amounts as Members determine in accordance with the Operating Agreement.

No withdrawing Member is entitled to receive any distribution or the value of the Member's Membership Interest as a result of withdrawal from the Company prior to the Company's liquidation, except as specifically provided in the Operating Agreement.

No Member is entitled to the return of, or interest on, that Member's capital contributions, except as otherwise provided in the Operating Agreement.

ARTICLE IX

The Company shall exist in perpetuity, unless dissolved pursuant to the *Florida Limited Liability Company Act* or as provided in the Operating Agreement.

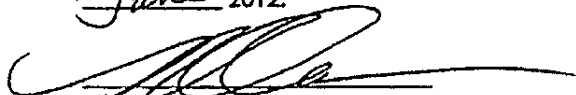
ARTICLE X

All documents evidencing membership interests shall clearly bear legends indicating that the membership interests are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws, and with other rights, limitations, preferences and elections as expressed in these Articles.

ACKNOWLEDGMENT

I, an authorized representative of the Company, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Company by ~~any person~~ or entity prior to the Company's formation, if any, execute these Articles this 5 day of

June 2012.




Michèle Osborn

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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF
Captiva Breeze LLC

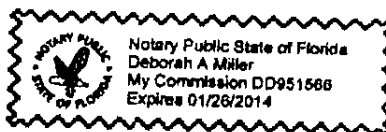
I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 608, Florida Statutes that are associated with the appointment.



Charles PT Phoenix, EsqState of Florida)
)
County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Esq, known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 5 day of June 2012.

Notary Deborah A Miller

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From: PHOENIX LAW PARTNERS

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Captiva Breeze LLC
Membership Listing

The Initial Managing Members or Member of the Company is:

Michele Osborn