

L12000076212

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2018

CHIUMENTO DWYER HERTEL GRANT & KISTEMAKER, P.L.
CAROLINE MCNEIL
145 CITY PLACE, STE. 301
PALM COAST, FL 32164

SUBJECT: B & B REAL ESTATE VENTURES, LLC
Ref. Number: L12000076212

We have received your document for B & B REAL ESTATE VENTURES, LLC and your check(s) totaling \$30.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Karen A Saly
Regulatory Specialist II

Letter Number: 918A00023424



Reply to:
Michael D. Chiumento III - Partner
Michael3@LegalTeamForLife.com
145 City Place, Suite 301
Palm Coast, FL 32164
Phone: (386) 445-8900
Fax: (386) 445-6702

December 11, 2018

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: B & B Real Estate Ventures, LLC
Ref. Number: L12000076212
Letter Number: 918A00023424

Dear Sir or Madam:

Enclosed for filing please find Articles of Amendment to Articles of Organization of B & B Real Estate Ventures with its corresponding Amended & Restated Articles of Organization in connection to the above referenced. Please note the filing fee has previously been paid. If you have any questions or require additional information, please contact me at the information above.

Sincerely,

Caroline McNeil
Paralegal to Michael D. Chiumento III

Enclosures

2018 DEC 14 PM 12:30

**AMENDED & RESTATED
ARTICLES OF ORGANIZATION
FOR
B & B REAL ESTATE VENTURES, LLC
a Florida Limited Liability Company**

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18 DEC 14 AM 2:37
TALLAHASSEE, FLORIDA

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Florida Statute 605, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I - NAME

The name of this company shall be B & B REAL ESTATE VENTURES, L.L.C. ("Company").

ARTICLE II - DURATION\CONTINUATION

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of its original Articles of Organization by the Department of State of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The street and mailing address is 725 W. Granada Blvd., Suite 22, Ormond Beach, FL 32174.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this company is as follows: Michael D. Chiumento, Chiumento Dwyer Hertel Grant & Kistemaker, P.L., 145 City Place, Suite 301, Palm Coast, FL 32164.

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS &
TRANSFER OF MEMBERS INTEREST**

The Company shall admit new members only upon the majority written consent of all then existing voting members of the Company.

The interest of a member in the Company may be transferred or assigned only upon the majority written consent of all then existing voting members of the Company.

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ARTICLE VI – MEMBERS INTERESTS

The Company is authorized to issue both voting and non-voting membership interests. All membership interests shall be identical in all respects except the non-voting membership interests shall carry no right to vote on any matter except as the State of Florida requires that voting rights be granted non-voting membership interests pursuant to Chapter 608, Florida Statutes.

ARTICLE VII - MANAGEMENT

The business of the Company shall be managed by the members and the names and addresses of the managing members are:

<u>Name</u>	<u>Address</u>
Neil M. Brown	725 W. Granada Blvd., Suite 22 Ormond Beach, FL 32174

The management and control of the Company shall be vested in its members unless and until a manager is elected by a majority of members.

ARTICLE VIII - AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX - INDEMNIFICATION

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may

have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member of officer existing at the time of such repeal or amendment.

ARTICLE X – ADOPTION OF OPERATING AGREEMENT

The Company may adopt an Operating Agreement for the Company, which Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Florida Statutes.

ARTICLE XI - INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.


ARTICLE XII - SINGLE PURPOSE

The Company shall not (a) engage in any business or activity other than the ownership and operation of that certain real property located in Flagler County, Florida, as more particularly described on Exhibit A attached hereto ("Property"), and the development of the Property and the sale or leasing of units developed on the Property (ACorporate Purposes@); (b) acquire or own any material assets other than (i) the Property; and (ii) such incidental personal property as may be necessary to the Corporate Purposes; (c) merge into or consolidate with any person or entity or dissolve, terminate or liquidate, in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case the consent of the first mortgagee on the Property, its successors and assigns ("Lender") until the loan from Lender is satisfied; (d) fail to preserve its existence as an entity duly organized, validly existing and in good standing under the laws of the State of Florida, or without the prior written consent of Lender, amend, modify, terminate or fail to comply with the provisions of the Company=s Articles of Organization, Operating Agreement, or similar organizational documents; or (e) commingle its assets with the assets of any of its members affiliates, principals or of any other person or entity.

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a Member has hereunto set his hand and seal this 27th day of Sept., 2018.


Neil M. Brown, Manager

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CHIUMENTO DWYER HERTEL GRANT &
KISTEMAKER, P.L.

By: 

MICHAEL D. CHIUMENTO
REGISTERED AGENT
DATE: 10/22/18

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