

L13000044108

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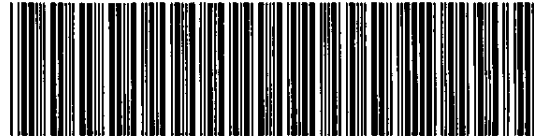
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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DEC 09 2016

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BlueStone Insurance 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:

Arthur Bartholomew
Name of Person

BlueStone Insurance LLC
Firm/Company

1700 E Las Olas Blvd
Address

Fort Lauderdale FL 33301
City/State and Zip Code

arthur@WalnutStreetCapital.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Arthur Bartholomew at (305) 434-5235
Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☒ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$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

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

BlueStone Insurance 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 3/24/13 and assigned
Florida document number L13000044108.

This amendment is submitted to amend the following:

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

The new name must be distinguishable and contain 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)

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:

Arthur Bartholomew

New Registered Office Address:

1700 E Las Olas Blvd #104

Enter Florida street address

Fort Lauderdale

City

Florida

33301

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 605, 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 Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager
AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR AMBR	Arthur Bartholomew II	1700 E Las Blvd #104 Fort Lauderdale FL 33301	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
MGR	David		<input type="checkbox"/> Change
AMBR	David Bartholomew	1700 E Las Olas Blvd #104 Fort Lauderdale FL 33301	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Change
MGR	Walnut Street Capital LLC		
AMBR	Walnut Street Capital LLC	1700 E Las Olas Blvd #104 Fort Lauderdale FL 33301	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Change
MGR	Stori Upright	1700 E Las Olas Blvd #104 Fort Lauderdale FL 33301	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change

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16 DEC -8 PM 2:21
STATION
TALLAHASSEE, FLORIDA

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FBI - ST. LOUIS
FBI - ST. LOUIS

~~12/2/16~~ 12/2/16

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Dated December 2nd, 2016.

Arthur Bartholomew
Typed or printed name of signee

Emergency Action of Membership of Bluestone Insurance, LLC

This emergency meeting of the Membership of Bluestone Insurance, LLC, a Florida limited liability company, took place on Friday, December 02, 2016, and a quorum being present, hereby takes the following action:

Recitals

Whereas, Arthur Bartholomew incorporated Bluestone Insurance, LLC, ("Bluestone") under the name of Sunco Insurance Group, LLC on March 25th, 2013,

Whereas, Arthur Bartholomew and David Bartholomew (jointly where appropriate "Bartholomews") contributed the initial and ongoing capital and personally guaranteed all corporate obligations, and Stori Upright was retained as an employee and contributed her Florida insurance license;

Whereas, the underlying agreement was for Bluestone to repay the Bartholomews their capital, with preferred return (compounded annually) of seven percent, and to extent that there were profits and losses, the Bartholomews exclusively participated in those profits and losses; once the capital contribution and preferred return were retired, Stori Upright would receive 40% of the net profits, and the Bartholomews would enjoy 60%;

Whereas, Bluestone identified three members, Arthur Bartholomew, David Bartholomew, and Stori Upright, with all three members serving as managers;

Whereas, the membership interests were agreed upon and divided as follows

Arthur Bartholomew	30%
David Bartholomew	30%
Stori Upright	40%

Whereas, Arthur Bartholomew and David Bartholomew decided to reduce their visibility as principals of Bluestone, and placed their membership interests in a corporate entity, known as Walnut Street Capital, LLC, a Florida limited liability corporation (Walnut), and as a result the membership interests were identified as follows

Walnut	60%
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Stori Upright	40%
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Whereas, Arthur Bartholomew and David Bartholomew further decided as part of their intent to reduce their visibility as principals of Bluestone and agreed step down as managers of Bluestone, leaving Stori Upright as the sole manager, but remained as signatories of the bank accounts and with full access to the corporate records, the QuickBooks records, and the proprietary computer records and cloud based corporate records with Applied Systems;

Whereas, Stori Upright, without notice and agreement, to certain action adverse to the majority members, summarized as follows

1. On or about November 15, 2016, Upright, without permission or authorization from Walnut, and without notice to Walnut, Arthur Bartholomew, or David Bartholomew, willfully and surreptitiously accessed Bluestone's server, cloud based server and management system and computer system and downloaded the Files to a personal device. Specifically, on or about 8:25 pm at November 15, 2016, Upright hired and instructed an outside tech support company to come to Bluestone's office to copy all of Bluestone's servers, files, systems and her computer to a portable hard drive.

2. After downloading the Files onto a portable hard drive, Upright wiped the Files from Bluestone's server and computer. There she instructed cloud based server Applied to lock out David Bartholomew and changed the passwords, thus destroying the Files and depriving Walnut and Bluestone from accessing the Files and Bluestone's business emails hosted by the Applied server. Further, Upright also locked Bluestone out of one of its godaddy.com webhosting accounts that hosts one of Bluestone's emails. As of this emergency meeting, Applied will not provide Arthur Bartholomew, David Bartholomew or Bluestone with access to its server or Bluestone's emails which are directed to Applied unless it receives authorization from Upright and nor will godaddy.com permit Arthur Bartholomew, David Bartholomew or Bluestone from accessing Bluestone's email account.

3. Upright removed Arthur Bartholomew and David Bartholomew as a signatory on all bank accounts; Upright remains a signor on the Bank Accounts and has the ability to improperly transfer funds from the Bank Accounts to any account of her choosing at any moment, or she can unlawfully remove those funds for her own personal benefit. Upright also can open additional bank accounts in Bluestone's name with the permission of Arthur Bartholomew, David Bartholomew or Walnut.

4. Further, Upright forwarded all of Bluestone's mail away from Bluestone's office and to a second location only accessible to Upright, thus depriving Bluestone from operating its business and collecting the checks for premiums, which Bluestone receives through regular mail.

5. Finally, on November 18, 2016, Upright contacted Bluestone's website service provider, BrightFire Support, and falsely stated that BrightFire Support should direct all

communications to Upright's email address at stori@bluehillinsurance.com because Arthur Bartholomew and David Bartholomew were no longer part of Bluestone. BrightFire Support now only recognizes Upright as the exclusive owner of Bluestone's website, www.bluehillinsurance.com and will not let Arthur Bartholomew, David Bartholomew or Walnut control or modify the website.

6. Upright misappropriated one of the corporate trademarks, for the fictitious name Bluehill Insurance, and placed it in her own name.

Whereas, Walnut engaged legal counsel for itself as majority member, and further, engaged legal counsel on behalf of Bluestone, and an investigation commenced;

Whereas, the investigation revealed Upright's conduct and communications in violation of all established and prospective business relationships;

Whereas, in reestablishing all business relationships, contractual, and banking relationships, Arthur Bartholomew and David Bartholomew, through Walnut, realize that this meeting is necessary to preserve the assets and relationships,

Whereas, Stori Upright and her counsel were given notice of this meeting and declined to participate;

NOW, THEREFORE, the majority of Bluestone's members resolve as follows:

1. The recitals above are true and correct, and are adopted as if fully set forth herein.

2. All emergency actions taken by Walnut on behalf of Bluestone are adopted and ratified, including but not limited to:

- a. The retention of counsel on behalf of Bluestone is ratified;
- b. The filing of a lawsuit to preserve Bluestone's assets is ratified;
- c. All communications with third party vendors, including all financial institutions, insurance companies, Applied, Bank United, CenterState Bank, and other entities are ratified.

3. Stori Upright is removed as a manager effective immediately;

4. Stori Upright is no longer permitted to negotiate checks on behalf of Bluestone;

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5. Stori Upright is no longer permitted to take any action binding Bluestone to contract or agreement;
6. David Bartholomew is authorized to qualify for Bluestone as its insurance agent of record and agent in charge for all carriers it does business with and with the State of Florida, and upon his appointment, Stori Upright is to be removed;
7. David Bartholomew and Arthur Bartholomew are authorized to speak with and engage in any contractual relationship with all existing vendors, including Applied, any financial or banking institution; and upon his establishment as the authorized representative, Stori Upright is to be removed from any such role and her authority to act on behalf of Bluestone is revoked;
8. Legal counsel is authorized to take any and all action necessary to effectuate the return of corporate authority to Walnut as the new managing member;
9. Legal counsel is authorized to take any and all action necessary to recover the proprietary data, financial records, and related business records (without limitation) from Ms. Upright or any vendor in possession of those records;
10. Mark L. Stern, Esq. is not authorized to represent Bluestone in any capacity and all action taken by him is rescinded and of no further force nor effect.
11. Stori Upright's actions to terminate all relationships with Walnut, Arthur Bartholomew, and David Bartholomew are rescinded and of no further force or effect, and she is instructed to cease and desist all such activities; this resolution ratifies and affirms Stori Upright's termination as an employee effective on Tuesday, November 29th;
12. Stori Upright is instructed to deliver all passwords and all data, including but not limited to all policies written and issued since the lock-out, all banking information, all data, and to return the data taken from the server, and to return any and all equipment in her possession;
13. All mail is to be readdressed to the corporate address, and the corporate address is reaffirmed as 1700 East Las Olas Boulevard, Suite 104, Fort Lauderdale, FL 33301, and any instructions to mail correspondence payment, or other communications to Stori Upright's home or other addresses are rescinded;


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14. Stori Upright is instructed to return her corporate cellular phone (phone number 561-251-5954) with all passwords, and to assign all of the rights to the phone and account to Bluestone; and
15. Bluestone is to withhold from Stori Uprights profit participation the costs and expenses relating to her misconduct in their entirety, including any and all other personal expenses run through the company, subject to audit.

Actions taken at an emergency meeting this 2nd Day of December, 2016.

Walnut Street Capital, LLC, majority member


By: Arthur Barthobmen


By: David Barthobmen