

L130000066487

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

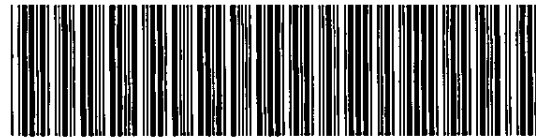
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Amended Petition
Sumi
558-1500

Walker

Office Use Only



100250548171

RECEIVED

13 SEP 24 PM 4:18

SECTION OF COM. COURT

2013 SEP 25 AM 11:57

CLERK OF COURT

J. GAULSBERRY
EXAMINER

OCT 11 2013



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 820224 9796A

AUTHORIZATION :

COST LIMIT : \$ 25.00

ORDER DATE : September 24, 2013

ORDER TIME : 3:28 PM

ORDER NO. : 820224-005

CUSTOMER NO: 9796A

DOMESTIC AMENDMENT FILING

NAME: EXPERIENCE IT TOURS, 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: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

2013 SEP 25 AM 11:57

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
EXPERIENCE IT! TOURS, LLC

The Articles of Organization for this Limited Liability Company were filed on May 7, 2013 and assigned Florida document number L13000066487.

The amendment is submitted to amend and restate the following:

Pursuant to the provisions of the Florida Limited Liability Company Act, FLA. STAT. § 608.401, *et seq.* (the "Florida LLC Act"), the undersigned hereby certifies that the persons named herein as Members have organized for the purpose of doing business as a limited liability company under the laws of the State of Florida, and hereby adopt the following Amended and Restated Articles of Organization as the Charter and authority for the conduct of business of such limited liability company:

ARTICLE I:
NAME

The name of the limited liability company is amended and shall be EXPERIENCE IT TOURS, LLC (the "Company").

ARTICLE II:
PURPOSE

The Company is organized as a licensee of an LLC with substantially the same name in the state of New York. This Company has licensed the use of the name, the website, and certain other assets of the New York Company. This Company will have different owners, and will operate from Florida, the home state of its organizer.

This Company will buy certain of the assets of the New York Company of the same name, and will perform certain of its liabilities, all pursuant to arms-length separate acquisition agreements between Companies.

Certain of the members of the New York Company will not be members of this Company, but will continue to be members of the New York Company until and unless their interests in that Company are surrendered. The New York Company is expected to continue business operations in the same or similar industry, as determined by its managers.

The purpose of this Company will be to offer its services as one experienced in languages and foreign culture and custom, particularly in the Middle East and Africa. The founders and owners-managers are committed to the delivery of its services in America and elsewhere in honesty and fairness and in loving consideration for each other and its clients. The Company's initial primary purpose will be to offer tours of the middle-east or Africa, primarily through the efforts of others, and of hotels, restaurants, and attractions in the country the client wishes to see.

The Company shall also be permitted to do all things not prohibited by the laws of the jurisdiction in which it does business.

ARTICLE III:
EFFECTIVE DATE; TERM

The Company shall commence its existence upon the filing of its initial Articles of Organization, May 7, 2013, and shall thereafter continue in existence perpetually, unless earlier dissolved or extended in accordance with the Operating Agreement of the Company (the "Operating Agreement"), and/or the Florida LLC Act.

ARTICLE IV:
MEMBERS

The names and addresses of the Members are amended as follows:

Jeff Wilson
1316 Hulburt Way
Minneola, FL 34715

Paul Brown
171 Weeks Road
Springfield Center, NY 13468

Joseph A. Howell, Sr.
211 Grandview Avenue
Valparaiso, FL 32580

ARTICLE V:
DISSOLUTION

Upon the occurrence of any Dissolution Event (as defined in the Operating Agreement of the Company), the Company shall be deemed to have dissolved unless, within ninety (90) days after such date, the Members affirmatively agree in writing to continue the business of the Company.

Upon dissolution, the Company shall cease to carry on its business, except as otherwise permitted by Florida law, and the Manager shall file a statement of commencement of winding up and publish notices in accordance with the Florida Limited Liability Company Act.

ARTICLE VI:
COMPANY ADDRESS; REGISTERED OFFICE ADDRESS;
REGISTERED AGENT

The mailing address and street address of the principal office of the Company shall be 211 Grandview Avenue, Valparaiso, Florida 32580. Joseph A. Howell, Sr., shall be the initial registered agent to accept service of process in the State of Florida and 211 Grandview Avenue, Valparaiso, Florida 32580 shall also be the street address of the initial registered office of the Company.

ARTICLE VII:
CAPITAL CONTRIBUTIONS

The Members may contribute cash and/or additional property from time-to-time in

accordance with the provisions of the Operating Agreement.

ARTICLE VIII:
MANAGEMENT

Management of the Company will be determined by the Members as set forth in the Operating Agreement.

ARTICLE IX:
RESTRICTIONS ON MEMBERSHIP

Members shall be admitted as set forth in the Operating Agreement. Contributions required of new Members shall be determined by the Members as of the time of admission to the company.

Except as otherwise specifically provided in the Operating Agreement, a Member's interest, or any part thereof, in the Company may not be sold or otherwise transferred unless the Member is in compliance with the terms of the Operating Agreement.

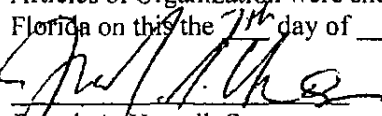
ARTICLE X:
OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement governing this Company shall be vested in the Members.

ARTICLE XI:
INDEMNIFICATION

The Company shall indemnify any Manager or Member, or former Manager or Member, his or her personal representative, devisees or heirs, in the manner and to the extent contemplated by FLA. STAT. § 608.4229.

IN WITNESS WHEREOF, the undersigned hereby certifies that the foregoing constitutes the Articles of Organization of EXPERIENCE IT TOURS, LLC, and these Amended and Restated Articles of Organization were executed by the undersigned Members in Okaloosa County, State of Florida on this the 7th day of Oct, 2013.


Joseph A. Howell, Sr.
Member

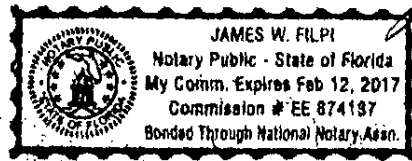
STATE OF Florida)
COUNTY OF Okaloosa)

On this 7th day of October, 2013, before me personally appeared Joseph A. Howell, Sr. who is Member of a Florida limited liability company to be formed, to me who is [☒] personally known to be the person who executed the foregoing, or [☐] produced

Known as identification and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

[Seal]



James W. Filpi
NOTARY PUBLIC

2013 SEP 25 PM 11:57

DESIGNATION OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following statement is submitted:

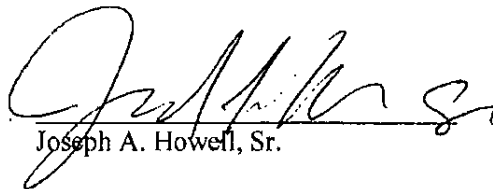
EXPERIENCE IT TOURS, LLC, a limited liability company duly organized and existing under the laws of the State of Florida, with its principal office as indicated in the Amended and Restated Articles of Organization, has named:

Joseph A. Howell, Sr.
211 Grandview Avenue
Valparaiso, FL 32580

as its registered agent to accept service of process in the State of Florida.

ACCEPTANCE BY THE REGISTERED AGENT

I, Joseph A. Howell, Sr., hereby accept appointment as Registered Agent for the limited liability company, EXPERIENCE IT TOURS, LLC, and do hereby understand and accept the obligations of the position, and acknowledge my acceptance with my signature below on this 7th day of October, 2013.


Joseph A. Howell, Sr.

2013 SEP 25 AM 11:57