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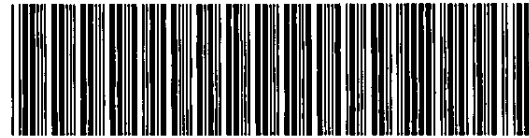
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J. HARRIS

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: BBTI HOLDING 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:

ROBERT K. BURNSIDE

Name of Person

Firm/Company

13921 NW 146th AVENUE

Address

ALACHUA, FL 32615

City/State and Zip Code

copyrights@bbti.org

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

For further information concerning this matter, please call:

Robert K. Burnside

Name of Person

at (**386**) **418-8329**

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
BBTI HOLDING LLC
(A Florida Limited Liability Company)**

The Articles of Organization for this Limited Liability Company were filed on 8/27/2014 and assigned Florida document number L14000137889.

This amendment is submitted only to include the following provisions which were inadvertently omitted from the original filing and indicated therein as Article VI.

Purposes and Limitations

1. This limited liability company (LLC) is organized exclusively to hold title to real property in the state of Florida for the benefit of its Member, Bhaktivedanta Book Trust International, Inc. (a California corporation, FEIN 95-4184400), in furtherance of the Member's exempt purposes and to operate and maintain any such property. Bhaktivedanta Book Trust International, Inc. is an entity organized and operated exclusively for the religious, educational, charitable, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and regulations promulgated thereunder, said Member having received final determination as an entity exempt from federal income tax under section 501(c)(3).
2. Members of this LLC shall be limited to section 501(c)(3) organizations, governmental units, or wholly owned instrumentalities of a state or political subdivision thereof.
3. Any direct or indirect transfer of any membership interest in the LLC to a transferee other than a section 501(c)(3) organization or governmental unit or instrumentality is prohibited.
4. The LLC's assets may not be transferred (whether directly or indirectly) to any nonmember, other than a section 501(c)(3) organization or governmental unit or instrumentality, except in exchange for fair market value.
5. Any amendments to the LLC's articles of organization and operating agreement shall be consistent with section 501(c)(3).
6. The LLC shall not merge with, or convert into, an entity that is not exempt under section 501(c)(3).
7. The LLC shall not distribute any assets, other than in exchange for fair market value, to members who have ceased to be either organizations described in section 501(c)(3) or governmental units or instrumentalities.
8. Except as provided below for a Sole Member, in the event any member of the LLC ceases at any time to be an organization described in section 501(c)(3) or a governmental unit or instrumentality, the ownership interest in the LLC's net assets attributed to said member shall be distributed to the remaining eligible exempt members according to the contingency plan of the LLC's Operating Agreement. The plan shall not provide for the distribution of the LLC's assets to the nonexempt member other than in exchange for fair market value. Further the plan shall provide that such nonexempt member's rights in the LLC shall be fully terminated within a reasonable time from the date that a member ceases to be organized or operated exclusively for tax exempt purposes under section 501(c)(3).
9. If a Sole Member shall cease at any time to be an organization described in section 501(c)(3) or a governmental unit or instrumentality, the ownership interest in the LLC's net assets shall be distributed according to the same provision as upon dissolution of the Sole Member.

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Articles Of Amendment To Articles Of Organization Of BBTI Holding LLC

10. The LLC's tax-exempt members will expeditiously and vigorously enforce all of their rights in the LLC and pursue all legal and equitable remedies to protect their interests in the LLC.
11. No part of the net earnings of the limited liability company shall inure to the benefit of, or be distributed to its trustees, officers, or other private persons, except that the limited liability company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
12. No substantial part of the activities of the limited liability company shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the limited liability company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
13. Notwithstanding any other provision of these articles, the limited liability company shall not carry on any other activities not permitted to be carried on (1) by a limited liability company exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (2) by a limited liability company's, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Distribution of Assets upon Dissolution of the Sole Member

Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporations, dispose of all the assets of the Corporation exclusively to other educational institutes, communications offices or integral agencies of the Bhaktivedanta Book Trust (BBT), an exempt California trust, in accord with the educational and religious purposes of the Bhaktivedanta Book Trust International, Inc. or for one or more other exempt purposes within the meaning of Section (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code as determined by the Directors.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Dated: _____

9/17/2014



Robert K Burnside, Manager

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