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JUL 22 2015

S. YOUNG

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15 JUL 21 PM 2:06
TOLSON (62-7115)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MCS ACQUISITION, 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:

GARY R. LOFFREDO

Name of Person

SENIOR NANNIES HOLDINGS, LLC

Firm/Company

3313 W. COMMERCIAL BLVD, SUITE 130

Address

FT. LAUDERDALE, FL 33309

City/State and Zip Code

gloffredo@seniornannies.com

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

For further information concerning this matter, please call:

LOU FISCHLER

954

733-5444 X104

at ()

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

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CLERK OF COURT
JUL 21 2015

MCS ACQUISITION, LLC

Page 1 of 3

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 | GARY R. LOFFREDO | 3313 W. COMMERCIAL BLVD | <input checked="" type="checkbox"/> Add |
| | | SUITE 130 | <input type="checkbox"/> Remove |
| | | FT. LAUDERDALE, FL 33309 | <input type="checkbox"/> Change |
| MGR | CLAUDIA WECHTER | 3313 W. COMMERCIAL BLVD | <input checked="" type="checkbox"/> Add |
| | | SUITE 130 | <input type="checkbox"/> Remove |
| | | FT. LAUDERDALE, FL 33309 | <input type="checkbox"/> Change |
| | | | <input checked="" type="checkbox"/> Add |
| | | | <input type="checkbox"/> Remove |
| | | | <input type="checkbox"/> Change |
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FBI - MIAMI

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

(see attached sheet for further amendments)

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JUL 21 PM 2:00
FBI - TAMPA

E. Effective date, if other than the date of filing: _____ (optional)

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing) Pursuant to 605.0207 (3)(b)

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.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of:

(b) The 90th day after the record is filed.

Dated

Sep 17 2015

Signature of a member or authorized representative of a member

Gary R. Loffredo
Typed or printed name

Typed or printed name of signee

**ATTACHMENT TO
ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF
MCS ACQUISITION, LLC**

Amend Article III of the Articles of Organization to read as follows:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

Amend the Articles of Organization to add the following Articles:

ARTICLE VII

The Company shall admit new Members in accordance with the terms of the Operating Agreement of the Company.

ARTICLE VIII

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 605, Fla. Stat.

ARTICLE IX

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated in accordance with the terms of the Operating Agreement of the Company.

ARTICLE X

Each individual or entity who is or was a Member or Manager 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 or Manager of the Company ("Indemnatee"), 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 Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee 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 in 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 the Operating Agreement 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, Manager or officer existing at the time of such repeal or amendment.

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