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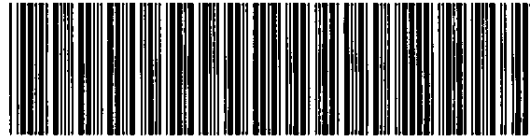
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(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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TALLAHASSEE, FLORIDA

K. SALY  
EXAMINER  
DEC 10 2015

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Casino Over Under 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:

Jason R. Kobal, Esq.  
Name of Person

Kobal Law  
Firm/Company

12169 W. Linebaugh Ave.  
Address

Tampa / FL / 33626  
City/State and Zip Code

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

For further information concerning this matter, please call:

Jason Kobal at (813) 394-1699  
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

**AMENDED ARTICLES OF ORGANIZATION OF  
CASINO OVER UNDER, LLC**

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TALLAHASSEE, FLORIDA

The Articles of Organization for this Limited Liability Company, **CASINO OVER UNDER, LLC**, were originally filed on March 23, 2015 with an effective date of March 20, 2015 and assigned Florida document number **L150000051078**. The undersigned certifies that the Articles of Organization shall be amended to state as follows:

**ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS**

The name and principal office of the Limited Liability Company shall remain the same, specifically, the name is **CASINO OVER UNDER, LLC**, and the principal office is located at 12169 W. Linebaugh Avenue, Tampa, FL 33626. Hereafter, **CASINO OVER UNDER, LLC** shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II - PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under Florida law.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner, dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, and/or rescind any such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection

with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. The clauses shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act that a limited liability company may not, under Florida laws, lawfully carry on, exercise, do, or perform.

### **ARTICLE III - EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of the members of this limited liability company, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV - MANAGEMENT**

This limited liability company is or will be **managed by manager(s)** pursuant to §605.0407(1)(a), Fla. Stat. The initial members, Jason Kobal, Vincent Brier, and Joseph Muzio name Jason Kobal as the person who shall serve as Manager, and the address of the person who shall serve as Manager is 12169 W. Linebaugh Avenue, Tampa, FL 33626.

### **ARTICLE V - MEMBERSHIP RESTRICTIONS**

New members may be admitted to the limited liability company by the unanimous consent of the existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company and pursuant to the Operating Agreement. A member's interest in the limited liability company may not be sold or otherwise transferred except as specified in the Operating Agreement. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon consent of the remaining members as specified in the Operating Agreement.

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TAMPA, FLORIDA

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TALLAHASSEE, FLORIDA

#### ARTICLE VI - PROFITS AND LOSSES

(a) **Profit Sharing** - The members shall be entitled to the net profits arising from the business operations of the limited liability company that remain after the limited liability company has repaid all loans/advances made by a member or non-member and made payment of all of the expenses of conducting the business of the limited liability company. Each member shall be entitled to profit sharing as specified in the Operating Agreement.

(b) **Losses** - The limited liability company shall pay all losses from the operation of the limited liability company first from profits and operating budget of the limited liability company, second from any remaining capital contributions of the members, and if these sources are insufficient to completely discharge liabilities resulting from losses, third by contribution of the members as specified in the Operating Agreement.

#### ARTICLE VII - DURATION AND EFFECTIVE DATE

The limited liability company is effective as of March 20, 2015. This limited liability company shall exist until dissolved in the manner provided in the Operating Agreement, or in any other manner allowed by law. The effective date of the Amended Articles of Organization is November 30, 2015.

#### ARTICLE VIII - REGISTERED AGENT

The Registered Agent shall remain John J. Thresher, whose address is 4233 W. El Prado Blvd., Tampa, FL 33629.

*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 as provided for in Ch. 605, Fla. Stat.*



John J. Thresher, Registered Agent's Signature

11/30/15  
Dated

The undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Amended Articles of Organization of CASINO OVER UNDER, LLC.

*This document is executed in accordance with §605.0203(1)(b), Fla. Stat. I am aware that any false information submitted to the Department of State in a document constitutes a third degree felony as provided for in §817.155, Fla. Stat.*

Executed by the undersigned on this **November 30, 2015**, by:

  
\_\_\_\_\_  
**JASON KOBAL, MEMBER**

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**2015 DEC - 7 PM 5:45**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**