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(Requestor's Name)

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(City/State/Zip/Phone #)

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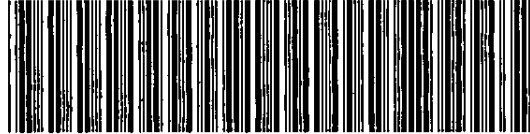
\_\_\_\_\_  
(Business Entity Name)

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

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TALLAHASSEE, FLORIDA

MAR 03 2016  
J. HARRIS

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** Avail 2 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:

James Fratangelo

Name of Person

Avail 2 LLC

Firm/Company

2100 Ponce De Leon Blvd, Suite 720

Address

Coral Gables, FL 33157

City/State and Zip Code

mhernandez@availholding.com

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

For further information concerning this matter, please call:

James Fratangelo

305 456-9167  
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

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION OF**

Avail 2 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 11/25/2015 and assigned Florida Document number L15000199111.

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 MAY BE A STREET ADDRESS) \_\_\_\_\_

Enter new mailing address, if applicable: \_\_\_\_\_

(Mailing address MAY BE A POST OFFICE BOX) \_\_\_\_\_

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**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: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_

Enter Florida street address

\_\_\_\_\_, Florida \_\_\_\_\_  
City 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

C. 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

Title	Name	Address	Type of Action
_____	_____	_____	___ Add
		_____	___ Remove
		_____	___ Change
_____	_____	_____	___ Add
		_____	___ Remove
		_____	___ Change
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		_____	___ Remove
		_____	___ Change

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

ARTICLE VI - PURPOSE: DETAILS ATTACHED

ARTICLE VII - SINGLE MEMBER: DETAILS ATTACHED

ARTICLE VIII - LIMITATIONS: DETAILS ATTACHED

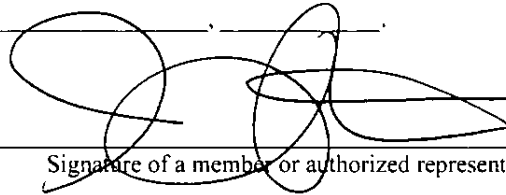
ARTICLE IX - SUBORDINATION OF INDEMNIFICATION PROVISIONS: DETAILS ATTACHED

E. Effective date, if other than the date of filing: 02/25/2016 (optional)  
(if an effective date is listed, the date must be specific and cannot be prior to date of filing or more that 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 90<sup>th</sup> day after the record is filed.

Dated \_\_\_\_\_



Signature of a member or authorized representative of a member

JAMES FRATANGELO

Typed or printed name of signee

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## ARTICLE VI - PURPOSE

The Company's business and purpose shall be limited to owning, collection and management of that certain pool of loans acquired from the "Lender", as that term is defined by the Company's Operating Agreement dated December 11, 2015, and the ownership, management and sale of any collateral securing said loans whether obtained by foreclosure, deed in lieu of foreclosure or otherwise (the "Property") and activities incidental thereto.

## ARTICLE VII - SINGLE MEMBER

The only member of the Company shall be Avail Holding LLC with an address of 2100 Ponce De Leon Blvd. Suite 720, Coral Gables, Florida 33134.

## ARTICLE VIII - LIMITATIONS

The following provisions regulate the internal affairs of Avail 2 LLC:

1. A unanimous vote of the Member is required to take or cause Avail 2 LLC to take any of the following actions:
  - (a) Causing Avail 2 LLC to become insolvent;
  - (b) Commencing any case, proceeding or other action on behalf of Avail 2 LLC under any existing or future law of any jurisdiction relating to the bankruptcy, insolvency, reorganization or relief of debtors;
  - (c) Instituting proceedings to have Avail 2 LLC adjudicated as bankrupt or insolvent;
  - (d) Consenting to the institution of bankruptcy or insolvency proceedings against Avail 2 LLC;
  - (e) Filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of Avail 2 LLC of its debts under any federal or state law relating to bankruptcy;
  - (f) Seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or nay similar official for Avail 2 LLC;
  - (g) Making any assignment for the benefit of Avail 2 LLC's creditors; or
  - (h) Taking any action or causing Avail 2 LLC to take any action in furtherance of any of the foregoing.
2. Avail 2 LLC shall not:
  - (a) Amend the Article of Organization or operating agreement, if any;
  - (b) Engage in any business activity other than as set forth in Article VI (titled Purpose);
  - (c) Dissolve, liquidate, consolidate, merge, or sell all or substantially all of Avail 2 LLC's assets.

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3. Avail 2 LLC shall:

- (a) Not commingle its assets with those of any other entity and hold its assets in its own name;
- (b) Conduct its own business in its own name;
- (c) Maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- (d) Maintain its books, records, resolutions and agreements as official records and separate from any other entity;
- (e) Pay its own liabilities out of its own funds;
- (f) Maintain adequate capital in light of its contemplated business operations;
- (g) Observe all limited liability company formalities;
- (h) Maintain an arm's length relationship with its affiliates;
- (i) Pay the reasonable salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- (j) Not guarantee or become obligated for the debts of any other entity or hold out its credits as being available to satisfy the obligations of others;
- (k) Not acquire obligations or securities of affiliates or its members;
- (l) Not make loans to any other person or entity;
- (m) Allocate fairly and reasonably any overhead for shared office space;
- (n) Use separate stationary, invoices, and checks;
- (o) Not pledge its assets for the benefit of any other entity;
- (p) Hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (q) Not identify itself or any of its affiliated as a division or part of the other.

4. The member of Avail 2 LLC is to consider the interests of the Avail 2 LLC's creditors in connection with all corporate actions.

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## ARTICLE IX – SUBORDINATION OF INDEMNIFICATION PROVISIONS

Notwithstanding any provision hereof to the contrary, any indemnification claim against the Company arising under these Articles any operating agreement or the laws of the state of organization of the Company shall be fully subordinated to the Debt to the Lender and shall only constitute a claim against the Company to the extent of, and shall be paid by the Company in monthly installments only from; the excess of net operating income of the Company for any month over all obligations (including payments of taxes, insurance and operating expenses and funding any required reserves) then due under the Debt.

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