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April 10, 2018

The Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Filing Amended & Restated Articles of Organization  
DREYMOOR FLORIDA, LLC  
Our File No.: 18-0040

To Whom It May Concern:

Enclosed please find the following documents to file of record to Amend the Articles of Organization for the noted limited liability company.

1. Amended & Restated Articles of Organization;
2. Designation of Registered Agent/Office;
3. A Copy for Certification; and
4. A check in the amount of \$60.00 for following costs:
  - a. Filing Fee for Amended & Restated Articles  
of Organization \$ 25.00
  - b. Certified copy \$ 30.00
  - c. Certificate of Status \$ 5.00

I have included a self addressed stamped envelope so that you can return a certified copy of the Amended & Restated Articles of Organization once they have been filed.

Should you have any additional information, please do not hesitate to call.

Sincerely,



Michael J. McDermott, Esquire

MJM\jwj  
cc: Chip Ramsay  
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**AMENDED & RESTATED**  
**ARTICLES OF ORGANIZATION**

OF

**DREYMOOR FLORIDA, LLC**  
*a limited liability company*

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TALLAHASSEE, FLORIDA

The undersigned certifies that it has formed a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. It further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company and shall replace in their entirety the Articles of Organization filed on March 30, 2018.

**I. NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be DREYMOOR FLORIDA, LLC, and its principal office shall be located at 2327 S. Dock St., Palmetto, FL 34221, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. Its mailing address shall be 428 Main St., Ste. B., Franklin, TN 37064.

**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 the Florida Statutes.
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, or rescind any of 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.

7. 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. They 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 which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the member of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by the member of the limited liability company.

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#### IV. MANAGEMENT

Management of this limited liability company is reserved to its member, whose names and address is as follows:

WYETH T. RAMSAY, JR.  
as President of  
DREYMOOR AMERICA, LLC  
a Delaware Corporation  
428 Main St., Ste. B  
Franklin, TN 37064

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#### V. MEMBERSHIP RESTRICTIONS

The Member shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members. On 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 on unanimous consent of the remaining members.

#### VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the member. Additional contributions will be made as required for investment purposes, as determined by the member.

#### VII. PROFITS AND LOSSES

(a) Profit Sharing. The member shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the member.

#### VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the member.

**IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 2327 S. Dock St., Palmetto, Manatee County, FL 34221, and the name of the company's initial registered agent at that address is RICHARD TAGER.

The undersigned, being the sole member of the limited liability company, certifies that this instrument constitutes the proposed Amended & Restated Articles of Organization of DREYMOOR FLORIDA, LLC.

Executed by the undersigned at FRANKLIN, TN on the 17<sup>th</sup> day of APRIL, 2018.

DREYMOOR AMERICA, LLC  
a Delaware Corporation

  
WYETH T. RAMSAY, JR.  
as its President

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

THIS IS TO CERTIFY, I, RICHARD TAGER, do hereby acknowledge that I am familiar with and accept the duties, responsibilities and designation as Registered Agent for DREYMOOR FLORIDA, LLC. Further, that the registered office of DREYMOOR FLORIDA, LLC, shall be maintained at 2327 Dock St., Palmetto, Manatee County, Florida 34221.

  
RICHARD TAGER  
As Registered Agent for DREYMOOR  
FLORIDA, LLC

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