

C18000113361

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

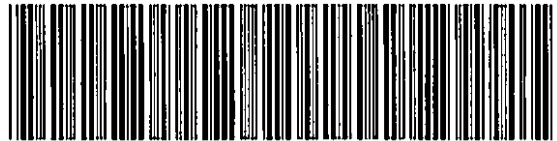
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2018 JUL 26 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

M. MILLIGAN
AUG 06 2018



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2018

ROSE WAKEFIELD
9472 PROSPERITY LAKE DR
JACKSONVILLE, FL 32244 US

SUBJECT: DANIELS GARDEN LIVE, LLC
Ref. Number: L18000113361

We have received your document for DANIELS GARDEN LIVE, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the complete principal office address.

The principal address of the company must be a physical address. A POB is not acceptable as a principal address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Judy A Leggett
Regulatory Specialist II
Registration Section

Letter Number: 118A00013174

*See attached updated
pmu*

2018 JUN 26 PM 11:13
REGISTRATION SECTION

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
DANIELS GARDEN LIVE, LLC**

FILED
2018 JUL 26 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Organization for this Limited Liability Company were filed on 5/4/18 and assigned Florida document number L18000113301.
This amendment and restatement is submitted to amend the following:

AMENDED & RESTATED ARTICLE I NAME

The name of this Limited Liability Company is: Daniels Garden Live, LLC.

AMENDED & RESTATED ARTICLE II PRINCIPAL OFFICE

The known place of business of this company shall be at 7643 Gate Parkway Suite 104-328 Jacksonville, FL., 32256. The corporation may establish other principal places of business and other offices at such other places, either within or without the State of Florida, as the Board of Directors may from time to time determine.

AMENDED & RESTATED ARTICLE III REGISTERED AGENT

This company's registered Agent is Rose Wakefield 9472 Prosperity Lake Dr, Jacksonville FL, 32244. All notices and processes, including service of summons, may be served upon said registered agent and, when so served, shall be lawful, personal service upon this company. The company, pursuant to guidelines of its Operating Agreement, may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

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 Chapter 605, F.S..

Acceptance of Appointment by Registered Agent

By Rose Wakefield

AMENDED & RESTATED ARTICLE IV MANAGEMENT AND CONTROL

Name and Address of each individual authorized with management and control of the company:

<u>Name</u>	<u>Address</u>	<u>Authorization</u>
Rose Wakefield	9472 Prosperity Lake Dr, Jacksonville Fl 32244	AMBR

AMENDED & RESTATED ARTICLE V EFFECTIVE DATE AND DURATION

The Amended and Restated Limited Liability Company shall become effective upon date of signature of the Articles of Organization and accepted by the state. The duration of the company shall be perpetual unless articles of dissolution are filed.

AMENDED & RESTATED ARTICLE VI PURPOSE AND SCOPE OF COMPANY

The purpose or purposes for which this organization is formed shall be for any lawful purposes and general business purposes, including but not limited to: healthy eating, nutrition, healthy meal prep, and healthy living foods. **Daniels Garden Live, LLC** (hereinafter known as "DGL LLC"), a limited liability company organized in the state of Florida, will be the subsidiary of the "parent" company of SOE Enterprises International, a Florida limited liability company. As such, Daniels Garden Live, LLC may have personnel, directors, and capital from the parent company, SOE Enterprises International participate in business operations. However, Daniels Garden Live, LLC shall have no liability or responsibility in its parent company SOE Enterprises International, LLC.

AMENDED ARTICLE VII NONLIABILITY OF MANAGERS FOR CERTAIN ACTIONS:

To the full extent that the Florida Statutes, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of managers and or members, shall

not be liable to the organization for monetary damages for breach of fiduciary duty as a manger. Any amendment to or repeal of this Article VII shall not adversely affect any right or protection of a manger of the organization for or with respect to any acts or omission of such manger occurring prior to such amendment or repeal.

AMENDED ARTICLE VIII LIMITED LIABILITY OF MEMBERS

No Member shall be bound by, or be personally liable for, the expenses, liabilities or obligations of the Company whether arising in tort or contract solely by reason of being a Member and each Member's liability shall be limited as set forth in the Act and other applicable law.

AMENDED ARTICLE IX COMPANY INDEMNITY OF MEMBERS AND MANAGER

The doing of any act or the failure to do any act by a Member, Manager or agent which shall not constitute fraud or intentional, wrongful misconduct in pursuance of the authority granted, the effect of which may cause or result in loss or damage to the Company, if done in good faith, shall not subject a Member, Manager, its affiliates, officers, directors, employees or their successors and assigns, to any liability; and, in such event, the Company will indemnify and hold harmless a Member, Manager, its affiliates, officers, directors, employees or their successors and assigns, from any claim, loss, expense, liability, action or damage resulting from or relating to any such act or omission, including without limitation reasonable fees and expenses of attorneys engaged by them in defense of such act or omission and other reasonable costs and expenses of litigation and appeal.

AMENDED ARTICLE X OPERATING AGREEMENT

The power to adopt, amend or repeal the Operating Agreement shall be vested in the Managing Members of the Organization, except to the extent otherwise limited by the Florida Statutes.



Signature

Rose Wakefield (Authorized Member)

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.

I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

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2018 JUL 26 PM 1:35

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TALLAHASSEE, FLORIDA