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INTEROFFICE COMMUNICATION

DATE:

12/11/2019

TO:

Ms. Diane Cushing, Department of State

Division of Corporations

FROM:

Jason M. Guevara, Financial Administrator, Division of Financial Institutions

RE:

River Bend Holdings, LLC

Please file the attached amended and restated articles and necessary filing fees for the above-reference entity to be filed.

Please make the following distribution of copies:

(1) One certified copy to:

Jason Guevara

Office of Financial Regulation

Licensing & Chartering 200 East Gaines Street Tallahassee, FL 32399

(2) One certified copy to:

Stephen G. Vogelsang

Pressly, Pressly, Randolph & Pressly 251 Royal Palm Way, Suite 300

Palm Beach, FL 33480

Ph# 561-659-4040

Also attached is a check that represents payment of the filing fees and certified copies. If you have any questions, please call (850) 410-9513.

AMENDED AND RESTATED

ARTICLES OF ORGANIZATION

OF.

RIVER BEND HOLDINGS, LLC

Pursuant to the provisions of the Florida Family Trust Company Act, Chapter 662, Florida Statutes, as amended and in effect from time to time (the "FTC Act"), RIVER BEND HOLDINGS, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Company"), does hereby adopt the following Amended and Restated Articles of Organization, which amend and restate in their entirety the Articles of Organization of the Company filed with the Secretary of State of the State of Florida on December 19, 2018.

FIRST: The name of the limited liability company is: RIVER BEND HOLDINGS, LLC.

SECOND: The mailing address and street address of the principal office of the limited liability company is:

Mailing Address:

River Bend Holdings, LLC 8805 Tamiami Trail N, Suite 108 Naples, FL 34108

Principal Office:

River Bend Holdings, LLC 5811 Pelican Bay Boulevard, Suite 204 Naples, FL 34108

THIRD: The name of the registered agent of the limited liability company is CT Corporation System, and the street address within the State of Florida of said registered agent is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The certificate of said registered agent accepting said office is attached hereto.

FOURTH: The Company is organized for the sole purpose of serving as a family trust company as defined in Section 662.111 of the FTC Act. In accordance with Section 662.130 of the FTC Act the Company may engage in any of the following:

(1) Serve as a personal representative or co-personal representative of a probate estate administered outside the State of Florida;

- (2) Unless prohibited by either the FTC Act or the Company's Operating Agreement (as amended or amended and restated from time to time, the "Operating Agreement"), serve as attorney in fact or agent under a power of attorney other than a power of attorney governed by Chapter 709, Florida Statutes, as amended;
- (3) Unless prohibited by either the FTC Act or the Operating Agreement, act as a sole fiduciary or co-fiduciary, including acting as a trustee, advisory agent, assignee, assignee for the benefit of creditors, authenticating agent, bailee, bond or indenture trustee, conservator, conversion agent, custodian, escrow agent, fiscal or paying agent, financial advisor, guardian, investment advisor or manager, managing agent, purchase agent, receiver, registrar, safekeeping or subscription agent, transfer agent (except for public companies), warrant agent, or any similar capacity generally performed by corporate trustees, and in so acting, possess, purchase, sell, invest, reinvest, safekeep, or otherwise manage or administer the real or personal property of family members or other eligible recipients of the Company's services (each as set forth and defined under the FTC Act);
- (4) Exercise any and all of the powers of a limited liability company organized under the laws of the State of Florida which are reasonably necessary to enable the Company to fully exercise, in accordance with the commonly accepted customs and usages, a power conferred by the FTC Act;
- (5) Delegate duties and powers in accordance with Section 736.0807, Florida Statutes, including investment functions pursuant to Section 518.112, Florida Statutes, and any other applicable law, and retain agents, attorneys, accountants, investment advisers, or other individuals or entities to assist or advise the Company, including, but not limited to, retaining a bank trust department or a public trust company;
- (6) Perform all acts necessary for exercising the powers set forth in the FTC Act and all other applicable laws of the State of Florida;
- (7) Any other act set forth as a permitted power of a family trust company by the FTC Act; and
- (8) Any and all lawful acts or business permitted under the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes; <u>provided, however</u>, that such acts, powers, and business shall not exceed any limitations imposed by the FTC Act.

The Company may act as a fiduciary for and provide other services to one or more family members, as defined under the FTC Act, and no more than 35 individuals who are not family members but are current or former employees of an entity which is a family member, as provided under the FTC Act unless otherwise prohibited by the Agreement. Notwithstanding the foregoing, the Company shall not do any of the following:

- (1) Engage in commercial banking; provided, however, that the Company may establish accounts at financial institutions for its own purposes or on behalf of family members to whom it provides services;
 - (2) Engage in fiduciary services with the general public;
 - (3) Offer its services to the general public;
- (4) Serve as a personal representative or co-personal representative of a probate estate administered in the State of Florida; and
- (5) Serve as an attorney in fact or agent, including as a co-attorney in fact or co-agent, under a power of attorney pursuant to Chapter 709, Florida Statutes.

FIFTH: The Articles of Organization of the Company shall not be amended without prior written notice to the Office of Financial Regulation of the State of Florida.

IN WITNESS WHEREOF, this document has been executed as of this

day of 2019, by the undersigned in accordance with Section 605.0202(2) who is aware that any false information submitted to the Department of State constitutes a third-degree felony as provided for in Section 817.155 of the Florida Statutes.

OFFICE OF FINANCIAL REGULATION CERTIFICATION

The foregoing Amendment to the Articles of Organization contains the information required under s. 662.123, F.S. and is approved by Office of Financial Regulation this 22 day of Office, 20/9, in Tallahassee, Florida.

Director, Division of Financial