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TALLAHASSEE FLORIDA

APR 20 2015

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT: Country View Garden Homes, L.C.**

\_\_\_\_\_  
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:

**Paul S. Gravenhorst**

\_\_\_\_\_  
Name of Person

**Holland & Knight, LLP**

\_\_\_\_\_  
Firm/Company

**515 East Las Olas Boulevard, Suite 1200**

\_\_\_\_\_  
Address

**Ft. Lauderdale, Fla 33301**

\_\_\_\_\_  
City/State and Zip Code

**paul.gravenhorst@hklaw.com**

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

For further information concerning this matter, please call:

**Paul Gravenhorst**

**954 468 7925**

\_\_\_\_\_  
Name of Person

at (\_\_\_\_\_) \_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |  |  |   |
|---|--|--|---|
| <input type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input checked="" type="checkbox"/> \$60.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(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

**CERTIFICATE OF RESTATEMENT OF THE  
ARTICLES OF ORGANIZATION OF  
COUNTRY VIEW GARDEN HOMES, L.C.**

WE, the undersigned, Manager and Secretary, respectively, of COUNTRY VIEW GARDEN HOMES, L.C., a Limited Liability Company formed under the laws of the State of Florida, hereby certify as follows:

1. The original names of the Limited Liability Company as it appears on the Certificate of Organization filed with the Secretary of the State of Florida on the 3<sup>rd</sup> day of September, 1993 and effective on August 30, 1993, was COUNTRY VIEW GARDEN HOMES, L.C.

2. All of the members of the Company were present:

Paul S. Gravenhorst Living Trust UAO 1-12-1999  
1893 Thatch Palm Drive  
Boca Raton, Florida 33432

Realty Associates International, LLC  
1893 Thatch Palm Drive  
Boca Raton, Florida 33432

3. That at a special meeting of said Limited Liability Company held on the 30<sup>th</sup> day of March, 2015, the Board of Directors unanimously resolved that the Certificate of Restatement of the Articles of Organization as contained herein be presented to the members of the Organization for their action.

4. That at a special meeting of the members of said Organization held on the 30<sup>th</sup> day of March, 2015, the members of the Organization approved the proposed Certificate of Restatement of the Articles of Organization contained herein.

5. The recommended Resolution of the Board of Members is as follows:

Resolved, the Articles of Organization shall be restated in its entirety as follows:

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TALLAHASSEE, FLORIDA

## **I. PURPOSE**

This limited liability company is created and conducted for the purpose of engaging in the business of property investments (real estate and/or other), and in such other related businesses as may be agreed on by the members.

## **II. NAME; PLACE OF BUSINESS**

(a) Name. The name of this limited liability company shall be COUNTRY VIEW GARDEN HOMES, L.C.

(b) Place of Business. The principal place of business of the limited liability company shall be 1893 Thatch Palm Drive, Boca Raton, Florida 33432, and such other place or places as may be agreed on by the members.

(c) Mailing Address. 1625 Bald Knob Road, P.O. Box 70, Sparta, N.C. 28675

## **III. DURATION**

This limited liability company shall commence on August 30, 1993, and continue for a period of 30 years from the above date or until dissolved by the members herein as set forth in Article XI of these Articles of Organization.

## **IV. CAPITAL CONTRIBUTION**

(a) Partnership Capital. The initial capital of this limited liability company made 1993 was of the sum of EIGHT HUNDRED SIXTY THOUSAND DOLLARS (\$860,000.00).

## **V. PROPERTY**

(a) Property. All property paid or brought into, or transferred to, the limited liability company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of the limited liability company shall be property of this company.

(b) Property to be in Limited Liability Company Name. The title to all limited liability company property shall be held in the name of the limited liability company.

(c) Joint Execution. To be valid the execution of any contract, deed, mortgage, release or other instrument, or document of title affecting or purporting to affect any interest or title to property shall require the joint execution and signature of both members.

## **VI. MANAGEMENT OF BUSINESS**

The management of the company is reserved to the members of the company who shall vote in proportion to their relative interest in the company, who may delegate the day to day operations of the company to a management company (who is not a member).

## **VII. MEETINGS OF MEMBERS**

Without call or notice, the members shall hold regular annual meetings at times and places to be selected by members. In addition, special meetings may be called by any member at any time after the giving of five (5) days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Any member at a meeting constitutes a waiver of notice of such meeting except in the event that a member attends a meeting and protests the lack of notice to him. Minutes shall be made of the regular and special meetings of the limited liability company.

## **VIII. PROFITS AND LOSSES**

The members shall be entitled to the net profits arising from the operations of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to his distributive share of the profits according to his pro rata interest in the company. Losses shall be passed through to each member according to his pro rate share in the company.

## **IX. ACCOUNTING MATTERS**

**Books of Account.** Books of account shall be kept by the members, and property entries made therein of all the sales, purchases, receipts, payments, engagements, transactions, and property of the limited liability company.

## **X. ADMISSION OF MEMBERS**

The admission of new members shall be only by the unanimous vote of the members.

## **XI. DISSOLUTION**

**Causes of Distribution.** The limited liability company shall be dissolved on the happening of any of the following events:

- (1) Termination of the term specified herein.
- (2) Withdrawal, retirement, or expulsion of any member.
- (3) Death, disability, or bankruptcy of any member.
- (4) Unanimous agreement of the members.

## **XII. NOTICES OF MEMBERS**

All notices of the members pursuant to these Articles shall be in writing and shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

## **XIII. REGISTERED AGENT**

The Registered Initial Agent for this limited liability company shall be PAUL S. GRAVENHORST, Holland & Knight, 515 East Las Olas Boulevard, Suite 1200, Fort Lauderdale, Florida 33302.

#### VIV. AMENDMENTS

These Articles, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of the members, and such amendments shall be filed with the Department of State.

IN WITNESS WHEREOF, the said Organization has caused its Company Seal to be affixed hereto, and the Certificate to be signed and executed by PAUL S. GRAVENHORST, as Manager, and PAUL S. GRAVENHORST, as Secretary this 31st day of March, 2015 (the Effective Date).

By: \_\_\_\_\_

PAUL S. GRAVENHORST, Manager

By: \_\_\_\_\_

PAUL S. GRAVENHORST, Secretary

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