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TALLAHASSEE, FLORIDA

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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, Florida 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
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

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**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 3rd 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

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3. That at a special meeting of said Limited Liability Company held on the 5th day of August, 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 6th day of August, 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:

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 commenced on August 30, 1993, and was restated on the 31st day of March, 2015 and shall continue for a period of 30 years from this date or until the year 2045, or otherwise 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.

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(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.

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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 6th day of August, 2015 (the Effective Date).

By: 

PAUL S. GRAVENHORST, Manager

By: 

PAUL S. GRAVENHORST, Secretary

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