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LIMITED LIABILITY AMENDMENT

WILLBUR FACTORY, LLC

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RESTATED AND AMENDED  
ARTICLES OF ORGANIZATION  
OF  
WILLBUR FACTORY, LLC

The undersigned Member and Manager of Willbur Factory LLC, a Florida limited liability company ("Company") filed on July 15, 1998, under document number L98000001143, pursuant to the provisions of the Florida Limited Liability Company Act, hereby submit the following Restated and Amended Articles of Organization and in connection therewith certify as follows:

1. The name of this company is WILLBUR FACTORY, LLC.
2. This Restatement and Amendment of the Articles of Organization was adopted by the Members of the Company on May 28, 1999 by written consent and by which a sufficient number of votes of the Members was received for approval.
3. The Articles of Organization are hereby Restated and Amended in their entirety to read as follows:

Article I

Name

The name of the limited liability company is WILLBUR FACTORY, LLC.

Article II

Duration

This duration of the Company shall be perpetual unless sooner terminated by the Members.

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.  
Gunster, Yoakley, Valdes-Fauli  
& Stewart, P.A.  
2 South Biscayne Blvd., Suite 3400  
Miami, FL 33131  
Tel: (305) 376-6014  
Fla. Bar No. 0710430

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Article III  
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's principal office is 15421 West Dixie Highway, North Miami Beach, Florida 33162.

Article IV  
Registered Office and Agent

The street address of registered office of this Company is One Biscayne Tower - Suite 3400, 2 South Biscayne Boulevard, Miami, Florida 33131, and the name of the registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V  
Management

The Company is to be managed by a board of managers or directors. The number of the board of managers or directors of the Company shall be not less than one (1) nor more than three (3). The Members may remove one or more managers or directors at anytime with or without cause and may reduce the number of managers or directors; provided, however, that the number of managers shall not be less than one (1). The board of managers or directors will be appointed by the Members of the Company and shall serve until such time their successors are duly appointed. The initial manager or director and her address are as follows:

Christina Pou  
15421 West Dixie Highway  
North Miami Beach, Florida 33162

Article VI  
Admission of Additional Members

New members may be admitted as provided in the Operating Agreement and with the consent of a majority of the Members. New Members who take their interest directly from the Company will be admitted as Members in accordance with the Articles of Organization of the Company.

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Article VIIMembers Rights to Continue Business

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member in the Company shall be upon the consent of the majority of the remaining Members.

Article VIIIAmendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

Article IXIndemnification

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Member, manager or officer of this Company, or is or was serving at the request of this Company as a manager, officer, trustee, employee or agent of or in any other capacity with a corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as a Member, manager, officer, employee or agent of this company and such breach constitutes:

- (1) a violation of criminal law, unless the Member, manager, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the Member, manager, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a Member, manager, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the

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criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

IN WITNESS WHEREOF, the undersigned authorized representative of the Members has executed the Restatement and Amendment of the Articles of Organization the 28<sup>th</sup> day of May, 1999.

  
Christina Pou, Member and Manager

STATE OF FLORIDA )

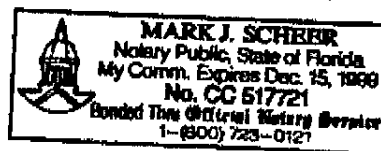
) ss.:

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of May, 1999 by Christina Pou, who has produced as identification FDL or is personally known to me.

  
Notary Public, State of Florida at Large

My Commission Expires:



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Willbur Factory, LLC, a Florida Limited Liability Company (the "LLC"), in the foregoing Restated and Amended Articles of Organization, I, on behalf of the LLC, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said LLC and to comply with any and all Florida Statutes (specifically, Ch. 608.415) relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

Valdes-Fauli Corporate Services, Inc.

By: 

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