

L98000001252

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

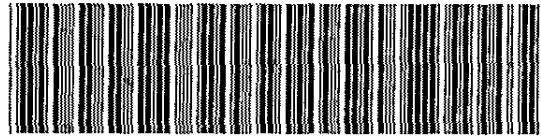
(Business Entity Name)

(Document Number)

Certified Copies 1 Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



500037974905

07/29/04--01029--011 **55.00

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 JUL 29 PM 1:29

RECEIVED
04 JUL 29 PM 1:20
STATE
VISITATION
TALLAHASSEE, FLORIDA

JPB
7/29/04

M.B. Adelson Registered Agent
Requester's Name
sterling Properties, LLC
Address
P.O. Box 16163
Tallahassee FL 32317
City/State/Zip Phone #
850-523-0606

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

04 JUL 29 PM 1:29

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
STARLING PROPERTIES, LLC
(Formerly W-D Properties, LC)**

RECITALS

WHEREAS, W-D Properties, LC was organized on July 27, 1998 and its articles of organization filed with the Secretary of State of Florida on July 28, 1998 under document number: L98000001252, and;

WHEREAS, the Members and Managers of W-D Properties, LC intend to reorganize as Starling Properties, LLC, and;

WHEREAS, the Members, Sonya K. Daws, Michael Martin, and Litzie Martin have withdrawn from W-D Properties, LC, pursuant to the Divisive Reorganization Agreement and associated agreements entered into between all Members holding interests in W-D Properties, LC, and the remaining Members intend to continue W-D Properties, LC under a new name;

The undersigned, pursuant to Section 608.411, Florida Statutes, adopt the following Amended and Restated Articles of Organization for the purpose of reorganizing W-D Properties, LC, as Starling Properties, LLC, a limited liability company under Chapter 608, Florida Statutes, effective upon filing with the Secretary of State of the State of Florida.

ARTICLE I - NAME

The name of the reorganized W-D Properties, LC referred to hereafter as the "Company" shall be

STARLING PROPERTIES, LLC

ARTICLE II - DURATION

The duration of the Company shall be perpetual, unless earlier terminated by the Company or under other provisions of these articles.

ARTICLE III - PURPOSE

The purpose for which the Company is organized is to transact any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE IV - PRINCIPAL ADDRESS

The principal address of the Company shall be P.O. Box 16163, Tallahassee, Florida 32317.

ARTICLE V - REGISTERED AGENT - COMPANY ATTORNEY

The Company Attorney and registered agent of the Company shall be M.B. Adelson, IV, who shall serve at the pleasure of the members. The address of the office of the registered agent is 3387 East Lakeshore Drive, Tallahassee, Florida 32312.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 JUL 29 PM 1:30

ARTICLE VI - MEMBERS

The members of the reorganized Company are:

Charles R. Howell

Arthur P. and Donna Wimberley, as joint tenants with right of survivorship and constituting one member

Members may not convey, assign, grant a security interest, lien, or other encumbrance, or in any way alienate or hypothecate their membership or interest in the Company except with the unanimous consent of the members. Upon such an event the member so alienating or hypothecating their interest shall not be entitled to exercise the rights of a member except those expressly granted by Chapter 608, Florida Statutes which may not be waived by agreement or the Articles of Organization.

ARTICLE VII - CAPITAL CONTRIBUTIONS

The initial contributions of capital by the members have previously been made. The relative contributions of capital and the interests of the members are as follows:

| | |
|--|-----|
| Charles R. Howell | 50% |
| Arthur P. and Donna Wimberley as joint tenants | 50% |

Additional contributions to capital shall be made by the members as required for investment of operating capital in such sums from each member as will preserve the relative interest of each Member. In the event any member is unable to pay the additional contribution to capital, that member's interest in the Company shall be accordingly reduced and the new relative interests of the members noted on the books of the Company. Such additional contributions to capital shall be approved by a majority vote of the members.

ARTICLE VIII - LOANS TO COMPANY

Any member may make a loan to the Company at the request of the Company if the loan and its terms are approved by a majority vote of the members and the loan is memorialized by a note signed by the managers. If the loan is not repaid according to its terms, the loaning member may demand that the loan and accrued interest be converted to a contribution to capital. Such demand will be deemed a call for contributions to capital duly approved under Article VII and the other members may, but are not required to, make a contribution to capital in an equal amount to preserve their respective interests in the Company.

All loans to the Company by third parties must be approved by a majority vote of the members memorialized in a resolution authorizing such loan and its terms.

ARTICLE IX - VOTING

On all Company business requiring a vote of the members, the members shall each have a vote proportional to their interest in the Company. Joint tenant members shall vote as one member and both joint tenants must agree to cast a valid vote. In all circumstances in which a vote of the members is allowed or required, the members shall vote by percentages. Each member shall be entitled to a vote equal to that member's paid in contributions to capital divided by the total of paid in contributions to capital made by all members.

In the event of a tied vote, the Company attorney shall be entitled, and shall be called upon by the members, to cast a deciding vote after being fully advised in the premises. The attorney shall cast the deciding vote with due consideration for the best interests of the Company. The Company Attorney shall not be held liable by any member for his deciding vote except in a clear and convincing case of fraud or collusion.

ARTICLE X - MANAGEMENT

The Company is to be managed by a board of two managers. The initial managers of the reorganized Company shall be:

Charles R. Howell

Arthur P. Wimberley

who shall serve until the next annual election of managers of the Company.

The Managers shall be elected annually by the members of the Company after due notice and shall serve until the next annual election or until recalled by majority vote of the members. The Managers shall have the authority and responsibilities delegated to them by the members under the Operating Agreement of the Company.

ARTICLE XI - ADMISSION OF NEW MEMBERS

The Company shall have the right to admit new members. New members may be admitted only by the unanimous vote of the members and only upon a written resolution adopted by the existing members which sets forth: (A) the contribution to capital of the new members, (B) the interest in the Company acquired by the new members, and (C) states the resulting respective interests of all members including the new members. The resolution will be entered into the books of the Company when approved and subscribed by both the existing members and new members. The resolution shall be effective only upon actual receipt by the Company of the contribution to capital of the new member.

ARTICLE XII - DISSOLUTION

The Company, acting through its members may dissolve the Company in accordance with Chapter 608, Florida Statutes. The occurrence of the following events shall cause the involuntary dissolution of the Company:

A. The death or adjudicated incapacity of a member, unless all members consent to the personal representative of the estate or court appointed guardian exercising the rights of the deceased or incapacitated member and in such event, only for a period not exceeding one year after the death or adjudicated incapacity of a member.

B. The bankruptcy of a member or levy by execution on the interest of a member in the Company, unless all members consent to: the Bankruptcy Trustee; the Debtor in Possession; or purchaser at execution on the member's interest; exercising the rights of the member in bankruptcy or under the levy of execution.

C. The expulsion of a member by the unanimous vote of all members except the one expelled, the dissolution of a non-natural business entity who is a member, or the resignation of any member.

FILED
SECRETARY OF STATE
JAN 29 PM 3:30
TALLAHASSEE, FLORIDA

In the event of an involuntary dissolution under paragraphs A, B, or C, the remaining members may elect to continue the Company by purchasing the interest of the member whose status causes the involuntary dissolution at a valuation determined in the following manner:

The fair market value of the assets of the Company determined as of the date of the event of the involuntary dissolution in accordance with generally accepted accounting principles as generally and consistently applied, less the net present value of all Company liabilities, multiplied by percentage interest of the member whose status causes the involuntary dissolution, less any approved but unpaid contributions to capital of that member whose status causes the involuntary dissolution to the extent that other members have paid the approved contribution to capital, less the cost of the valuation multiplied by the percentage interest of the member whose status causes the involuntary dissolution.

The valuation will be made by the Certified Public Accountant normally used by the Company who may employ such valuation experts as are reasonably necessary to make the valuation of the assets of the Company. The valuation of the CPA shall be final.


ARTICLE XIII - AMENDMENT

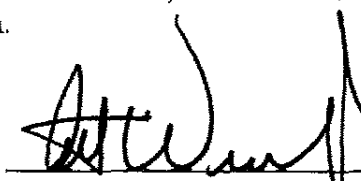
The power to adopt, alter, amend, or repeal these Articles or the Operating Agreement of the Company is vested exclusively in the members.

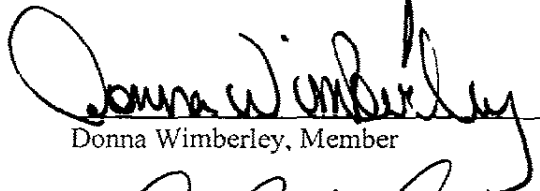
IN WITNESS WHEREOF, for the purposes previously set forth, the undersigned have executed these Restated and Amended Articles of Organization of STARLING PROPERTIES, LLC, at Tallahassee, Leon County, Florida, on this 26th day of July, 2004.

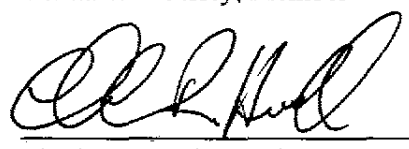
THE UNDERSIGNED MEMBERS OF W-D PROPERTIES, L.C. hereby consent to and affirm the foregoing Restated and Amended Articles of Organization of STARLING PROPERTIES, LLC and adopt and ratify all acts of the Company Managers occurring between June 18, 2004 and the date of the execution of these Restated and Amended Articles of Organization.

*I hereby accept appointment
as Registered Agent.*


M. B. Adelson IV


Arthur P. Wimberley, Member


Donna Wimberley, Member


Charles Howell, Member

04 JUL 29 PM 1:30

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA