

L990000009073



ACCOUNT NO. : 072100000032

REFERENCE : 848601 9725B

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$ 25.00

ORDER DATE : September 29, 2000

ORDER TIME : 1:56 PM

ORDER NO. : 848601-005

CUSTOMER NO: 9725B

800003410018--2

CUSTOMER: Ms. Janet Cardenas  
Roetzel & Andress  
Trainon Centre, Third Floor  
850 Park Shore Drive  
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: LRB64, LLC

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS

929-00

00 SEP 29 PM 3:47  
APPROVED  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 SEP 29 PM 2:30  
RECEIVED  
DIVISION OF INCORPORATION

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
LRB64, LLC**

**a Florida Limited Liability Company**

The undersigned, a limited liability company formed under the laws of the State of Florida by filing its Articles of Organization with the Secretary of State of Florida on December 21, 1999, hereby duly executes, acknowledges and files the following Amended and Restated Articles of Organization pursuant to Section 608.411, Florida Statutes.

**ARTICLE I -- NAME**

The name of the limited liability company shall be LRB64, LLC (the "Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Company shall be 12995 South Cleveland Avenue, Suite 214, Fort Myers, Florida 33907.

**ARTICLE III -- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence until it is dissolved and its affairs wound up.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Mark J. Price, Esq., Roetzel & Andress, 850 Park Shore Drive, Third Floor, Naples, Florida 34108.

**ARTICLE V -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

00 SEP 29 PM 3:17  
SECRETARY OF STATE  
FLORIDA

APPROVED  
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## ARTICLE VI -- TERMINATION OF EXISTENCE

Upon the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, the business of the Company may be continued by the consent of the remaining member or members.

## ARTICLE VII -- MANAGEMENT

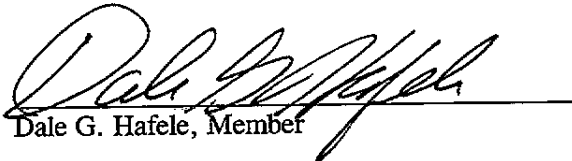
The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Company is:

<u>NAME</u>	<u>ADDRESS</u>
North American Properties - Southeast Inc., a Florida corporation	12995 South Cleveland Avenue Suite 214, Fort Myers, FL 33907

## ARTICLE VIII - AMENDMENT

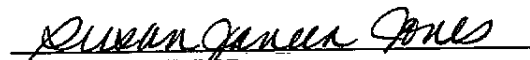
These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended and Restated Articles of Organization at Fort Myers, Florida, on this 31<sup>st</sup> day of July, 2000.

  
Dale G. Hafele, Member

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF LEE         )

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of July, 2000, by Dale G. Hafele, as a Member of LRB64, LLC. He is ( ☒ ) personally known to me or (    ) has produced  
\_\_\_\_\_ identification.

  
NOTARY PUBLIC  
Name: Susan Janeen Jones  
(Type or Print)  
My Commission Expires:



Susan Janeen Jones  
My Commission CC584041  
Expires Oct 16, 2000

00 SEP 29 PM 3:47  
FILED  
AND  
RECORDED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

## LRB64, LLC

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of LRB64, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

  
Mark J. Price  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
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