

L14000166787

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22 AUG 29 PM 4:06
DIVISION OF CORPORATIONS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NOVA PASSIO II LLC

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:

Michael C. Sterling

Name of Person

Nova Passio II LLC

Firm/Company

P. O. Box 2956

Address

Meridian, MS 39302

City/State and Zip Code

mike@himanagement.net

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

For further information concerning this matter, please call:

Michael C. Sterling

601

703-0527

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 Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

22 AUG 29 PM 4: 06
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32303

NOVA PASSIO, II, LLC.

P. O. Box 2956, Meridian, MS 39302
601-703-0527

August 26, 2022

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

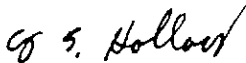
22 AUG 29 PM 4: 06
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

To Whom It May Concern:

Please accept the enclosed Articles of Amendment to Articles of Organization of Nova Passio II, LLC. The Articles of Organization are being amended to reflect the acquisition of 100% of Nova Passio II, LLC. by Gulf South Communications, Inc. The Manager of the LLC, Bryan E. Holladay, will remain the same. Additionally, enclosed is the Purchase Agreement and Assignment of Membership Interest in Nova Passio II, LLC. by Bryan Holladay.

Also enclosed is a copy for certification of filing and check in the amount of \$55.00. Please return that copy to the address above. Feel free to contact Michael Sterling at 601-703-0527 or myself at 601-693-2661, if you have any questions.

Sincerely,



Clay E. Holladay
President, Gulf South Communications, inc.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

NOVA PASSIO II LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on October 24, 2014 and assigned
Florida document number L14000166787.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

22 AUG 29 PM 4:06
CLERK OF SUPERIOR COURT
STATE OF FLORIDA

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

_____, **Florida** _____
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager

AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
AMBR	Gulf South Communications, Inc.	P. O. Box 2956	<input checked="" type="checkbox"/> Add
		Meridian, MS 39302	<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
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22 AUG 29 PM 4:26
OFFICE OF CORPORATION
STATE OF MISSISSIPPI

D. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

The purpose of the change that is reflected on the previous page is to document the acquisition of 100% of Nova Passio II LLC by Gulf South Communications, Inc. Bryan E. Holladay will remain the Manager of Nova Passio II LLC.

22 AUG 29 PM 4:06

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

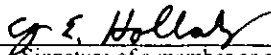
E. Effective date, if other than the date of filing: _____ **(optional)**

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of: (b) The 90th day after the record is filed.

Dated August 26, 2022



Signature of a member or authorized representative of a member

Clay E. Holladay, President of Gulf South Communications, Inc.

Typed or printed name of signee

22 AUG 29 PM 4:07
FBI
SECTION OF CONVICTION

**PURCHASE AGREEMENT AND ASSIGNMENT
OF MEMBERSHIP INTEREST IN
NOVA PASSIO II, LLC BY BRYAN HOLLADAY**

This Purchase and Assignment Agreement ("Assignment") is made effective as of January 1, 2021 ("Effective Date") by and between GULF SOUTH COMMUNICATIONS, INC., an Alabama limited liability company ("Assignee") and BRYAN HOLLADAY ("Assignor").

RECITALS

A. Assignor owns 100% of the membership interests (the "Interest") in NOVA PASSIO II, LLC, a Florida limited liability company (the "Company").

B. Assignor and Assignee orally agreed before January 1, 2021, for Assignor to sell and assign the Interest in the Company to Assignee in consideration for Ten Dollars (\$10.00) cash ("Purchase Price"), but did not memorialize the agreement in writing.

C. Assignor and Assignee desire to reduce their oral agreement to writing and Assignor desires to sell and assign the Interest to Assignee as of the Effective Date.

D. Assignee desire to accept the assignment of the Interest, as of the Effective Date in accordance with the terms and conditions contained in this Assignment.

NOW, THEREFORE, in consideration of payment of the sum of Ten Dollars (\$10.00), cash in hand paid, the agreements, conditions and releases made and granted herein, and other good and valuable consideration, receipt and sufficiency of all of which is acknowledged, Assignor and Assignee agree as follows:

1. Assignor assigns, grants, conveys, transfers, sets over, confirms and delivers to Assignee, and Assignee accepts and receives, all of Assignor's right, title and interest to the Interest as of the Effective Date.

2. Assignor represents and warrants to Assignee: (i) there are no claims, liens or other encumbrances relating to the Interest which have not been disclosed to Assignee; (ii) that Assignor is the sole legal and beneficial owner of the Interest as of the date of the Assignment; and, (iii) that there are no existing or outstanding contracts, warrants, agreements, options or other rights, written or oral, entitling any other person or entity to become an owner of the Interest or any portion thereof.

3. Each party represents to the other that the execution of this Assignment does not violate any agreements that he, she, or it may have with any of the Company's present and former members, managers, or any of its or his agents, partners, associates, banks, or lending institutions.



4. Assignor and Assignee agree, warrant and represent that each has had the opportunity to obtain information concerning the Company that he, she, or it believed necessary or desirable in connection with the assignment of the Interest. Interest may not change in the future.

5. Assignor shall remain in his position as Manager of the Company.

6. The parties hereby agree to perform such further acts as may be necessary and reasonably required in order to effect the purposes of this Assignment.

7. This Assignment shall be binding upon and inure to the benefit of the parties hereto and the irrespective legal representatives, successors and assigns.

8. This Assignment may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the Effective Date.

ASSIGNOR:

Bryan Holladay
BRYAN HOLLADAY

ASSIGNEE:

GULF SOUTH COMMUNICATIONS, INC.

BY: Greg Holladay
Its President

CONSENT:

NOVA PASSIO II, LLC

BY: Bryan Holladay
Its Manager

Bryan Holladay
BRYAN HOLLADAY, Manager

22 AUG 29 PM 4:07
RECEIVED
DIVISION OF CORPORATIONS
STATE OF ALABAMA

22 AUG 29 PM 4:07

**RECORD OF JOINT ACTION TAKEN BY
THE SHAREHOLDERS AND DIRECTORS OF
GULF SOUTH COMMUNICATIONS, INC. BY
UNANIMOUS CONSENT WITHOUT A MEETING**

Pursuant to applicable statute, the following action was taken jointly by all of the shareholders and all of the directors of Gulf South Communications, Inc. by unanimous consent without a meeting:

WHEREAS, the Company agreed to purchase all membership interest in Nova Passio, an Alabama limited liability company, and Nova Passio II, LLC, a Florida limited liability company, effective January 1, 2021;

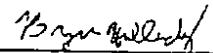
WHEREAS, the agreement and transaction was not memorialized and the parties now desire to document their transaction through a formal Purchase Agreement and Assignment of Membership Interest in Nova Passio, LLC by Bryan Holladay and Purchase Agreement and Assignment of Membership Interest in Nova Passio II, LLC by Bryan Holladay, copies of which are attached as Exhibits "A" and "B";

NOW, BE IT RESOLVED, that the President of the Company be and he is authorized and directed to execute the Purchase Agreement and Assignment of Membership Interest in Nova Passio, LLC by Bryan Holladay and Purchase Agreement and Assignment of Membership Interest in Nova Passio II, LLC by Bryan Holladay, Exhibits "A" and "B", and take all such other action as may be necessary to document the subject transactions.

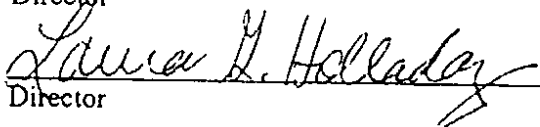
IN WITNESS WHEREOF, the undersigned, constituting all of the shareholders and directors of the Company, have executed this Record of Action effective as of January 1, 2021, evidencing their unanimous consent.



Sole Shareholder and Director



Director



Director