

L00000002194

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

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

1- GULF SHORES MARINA, LLC

2- _____

3- _____

4- _____

RECEIVED
00 FEB 23 AM 9:48

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

800003144048--2
-02/23/00--01021--001
****226.75 ****155.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

APPROVED
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00 FEB 23 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File 1st

Examiner's Initials

W-4970

2/28/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 23, 2000

ATTORNEYS' TITLE

SUBJECT: GULF SHORES MARINA, L.L.C.
Ref. Number: W00000004970

We have received your document for GULF SHORES MARINA, L.L.C. and your check(s) totaling \$226.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of organization were signed by several individuals as co-trustees. The articles must be signed by a member or an authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 500A00009776

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00 FEB 23 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

GULF SHORES MARINA, L.L.C.

THE UNDERSIGNED certify they intend to form a limited liability company under the laws of the State of Florida and hereby declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **GULF SHORES MARINA, L.L.C.**

**ARTICLE II
ADDRESS**

The mailing and street address of the Company's principal office is:

3470 Bayshore Drive
Naples, FL 34112

**ARTICLE III
PURPOSES**

The general nature of the business or businesses to be transacted and which the Company is authorized to transact shall be as follows:

- A. The management and operation of a Marina, including boat storage and ships store
- B. To engage in any activity or business authorized under the Florida Statutes.
- C. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the state of Florida, and to do any and all things herein set forth to the same extend as a natural person might or could do.

**ARTICLE IV
MEMBERS**

There shall be two (2) classes of Members, namely:

- 1. Class A Members -- The Class A Members are members entitled to a cumulative preferential three (3%) percent allocation of profits of the limited liability company; and
- 2. Class B Members -- The Class B Members are members entitled to an allocation of profits of the limited liability company in excess of the three (3%) percent allocation of profits to the Class A Members.

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03 FEB 23 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FL 32309

**ARTICLE V
DURATION**

The duration for the Company is perpetual.

**ARTICLE VI
REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Florida is **MICHAEL J. VOLPE**, Esquire and the address of the Company's registered agent in Florida is c/o **LAW OFFICES OF MICHAEL J. VOLPE, J.D.**, 1400 Gulf Shore Boulevard North, Suite 218, Naples, Florida 34102.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLE VII
MANAGEMENT**

The Company is to be managed by a manager or managers. The names and addresses of the initial managers are: **KENNETH A. MAIN, II**, whose address is 3643 North Road, Naples, Florida 34104; and **STEPHEN C. MAIN**, whose address is 15 Newbury Place, Naples, Florida 34104.

**ARTICLE VIII
ADMISSION OF NEW MEMBERS**

The existing members of the Company shall have the right to admit additional members to the Limited Liability Company, by the affirmative vote or consent of members holding two-thirds of the members' percentage interest, in accordance with the terms and conditions of the Operating Agreement of the Limited Liability Company.

**ARTICLE IX
CONTINUATION OF BUSINESS OPERATIONS**

The remaining members of the Limited Liability Company, by the affirmative vote or consent of members holding two-thirds of the members' percentage interest (other than the member who caused the withdrawal event) may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

**ARTICLE X
TRANSFERABILITY OF MEMBER'S INTEREST**

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's Regulations.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 28th day of December, 1999.

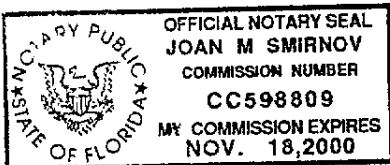
Nancy C. Main MEMBER
NANCY C. MAIN, individually and as
Co-Trustee of the Testamentary Trust created under Will
dated February 7, 1986 of Kenneth A. Main

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 28th day December 1999, by NANCY C. MAIN, individually and as Co-Trustee of the Testamentary Trust created under Will dated February 7, 1986 of Kenneth A. Main, who is personally known to me or who has produced Known (type of identification) as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires:

Joan M. Smirnov
Signature
JOAN M. SMIRNOV
(Type or print name of Notary)



00 FTR 23 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
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Steph C Main

MEMBER

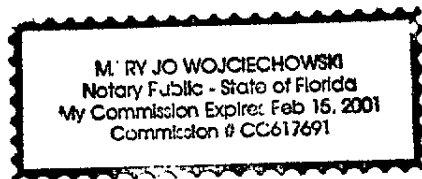
STEPHEN C. MAIN, as Co-Trustee of the Testamentary Trust created under Will dated February 7, 1986 of Kenneth A. Main and individually

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 23rd day December 1999, by **STEPHEN C. MAIN**, as Co-Trustee of the Testamentary Trust created under Will dated February 7, 1986 of Kenneth A. Main, who is personally known to me or ~~who has produced~~ _____ (type of identification) as identification and who did (~~did not~~) take an oath.

NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires:



Mary Jo Wojciechowski
Signature
Mary Jo Wojciechowski
(Type or print name of Notary)

00 FEB 23 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

David C. Main

MEMBER

DAVID C. MAIN, as Co-Trustee of the Testamentary Trust created under Will dated February 7, 1986, of Kenneth A. Main and individually

STATE OF CALIFORNIA
COUNTY OF SAN LUIS OBISPO

The foregoing instrument was acknowledged before me this 29th day December 1999, by **DAVID C. MAIN**, as Co-Trustee of the Testamentary Trust created under Will dated February 7, 1986 of Kenneth A. Main, who is (personally known to me) or who has produced (type of identification) as identification and who did (did not) take an oath.

NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires:

Deborah Napzok
Signature

Deborah Napzok
(Type or print name of Notary)



00 FEB 23 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

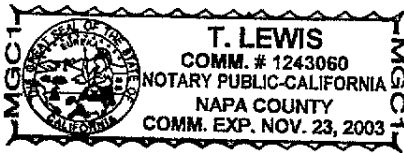
Kenneth A. Main II
KENNETH A. MAIN, II

STATE OF California
COUNTY OF Napa

The foregoing instrument was acknowledged before me this 28th day December 1999, by **KENNETH A. MAIN, II**, who is personally known to me or who has produced Florida Drivers License (type of identification) as identification and who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires:
11-23-03

T. Lewis
Signature
T. Lewis
(Type or print name of Notary)



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AND
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09 FEB 23 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

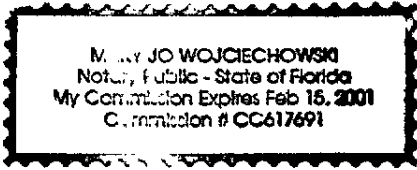
Laura Main Prioli MEMBER
LAURA MAIN PRIOLI

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17th day February 2000, by **LAURA MAIN PRIOLI**, who is personally known to me ~~or who has produced~~ (type of identification) as identification and who did ~~(did not)~~ take an oath.

NOTE: If a type of identification is not inserted in the blank provided, then the person(s) executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an oath.

My Commission Expires:



Mary Jo Wojciechowski
Signature
Mary Jo Wojciechowski
(Type or print name of Notary)

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AND
FILED
00 FEB 23 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

1. The name of the limited liability company is:

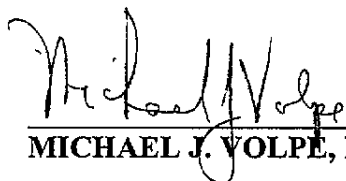
GULF SHORES MARINA, L.L.C.

2. The name and address of the Registered Agent and office is:

**MICHAEL J. VOLPE, ESQUIRE
LAW OFFICES OF MICHAEL J. VOLPE
1400 Gulf Shore Boulevard, Suite 218
Naples, Florida 34102**

Having been named as Registered Agent to accept service of process for the above stated limited liability company at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 17th day of February, 2000.



MICHAEL J. VOLPE, Esquire

This instrument prepared by:
**MICHAEL J. VOLPE, ESQUIRE
LAW OFFICES OF MICHAEL J. VOLPE, J.D.
1400 Gulf Shore Blvd. North, Suite 218
Naples, Florida 34102**

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AND
FILED
00 FEB 23 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA