

Division of Corporations

Page 1 of 1

L00000005999

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000028350 7))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)922-4003

From: Account Name : STEWART, NALL, EVANS & HAFNER, P.A.  
Account Number : F19990000118  
Phone : (561)231-3500  
Fax Number : (561)231-9876

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAY 24 AM 10:13

FILED

LIMITED LIABILITY COMPANY

Orange Island, LLC

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$130.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAY 24 PM 2:57

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

H 00000028350 7

**ARTICLES OF ORGANIZATION**

**OF**

**ORANGE ISLAND, LLC**

**A Florida Limited Liability Company**

The undersigns hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further 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 shall be ORANGE ISLAND, LLC, and its principal place of business shall be in the County of Indian River County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II**

**PURPOSES AND POWERS**

The general nature of the business or business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as

FILED  
00 MAY 24 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 0000028350 7

follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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 extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations,

FILED  
 MAY 24 PM 2:57  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

H 00000028350 7

and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

H 00000028350 7

FILED  
00 MAY 24 PM 2: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 00000028350 7

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III

#### CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by ROD MICKLEY. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

### ARTICLE IV

#### PROFITS AND LOSSES

(a) Sharing of Profits. The net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company shall be divided equally between the members. The distributive share of the profits shall be determined and paid to the members as the Managing Member may so direct, but not later than December 31st of each year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

H 00000028350 7

FILED  
00 MAY 24 PM 2: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 00000028350 7

**ARTICLE V**

**LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE VI**

**DURATION**

This limited liability company shall have perpetual existence.

**ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS**

The principal office and mailing address of this limited liability company shall be at 3240 Cardinal Drive, Vero Beach, FL 32963, County of Indian River, State of Florida.

**ARTICLE VIII**

**MANAGEMENT**

This limited liability company shall be managed by the following one (1) Manager. The name and address of the manager who shall serve as such until the first annual meeting of members or until their successors are duly qualified is as follows:

FILED  
00:AY 24 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Rod Mickley  
3240 Cardinal Drive  
Vero Beach, FL 32963

**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

**ADDRESS OF ORGANIZER**

The address of the initial registered office of the limited liability company and of the organizer is 3240 Cardinal Drive, Vero Beach, FL 32963, County of Indian River, State of Florida, and the name of its initial registered agent at such address is Rod Mickley.

**ARTICLE X**

**RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all the members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby

FILED  
MAY 24 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 00000028350 7

certify that the foregoing constitutes the proposed Articles of Organization of ORANGE ISLAND, LLC.

Executed by the undersigned at Vero Beach, Florida on May 23, 2000.

[Signature]  
ROD MICKLEY

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of May, 2000, by Rod Mickley, who is personally known to me or who has produced FL Drivers License as identification.

Karen Ann Siegel  
Notary Public  
Name: Karen Ann Siegel  
State of Florida  
My Commission expires: \_\_\_\_\_



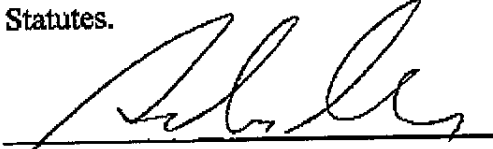
FILED  
00 MAY 24 PM 2: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

ROD MICKLEY, an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization.

ROD MICKLEY is familiar with and accepts the obligations of the position of registered Agent under Section 608.415, Florida Statutes.

  
ROD MICKLEY

FILED  
00 MAY 24 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA