

**LO2000014410**

**BRUCE R. ABERNETHY, JR., P.A.**

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June 4, 2002

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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: The Jacquin Group, LLC**

Dear Sir/Madam:

Enclosed for filing you will find the following:

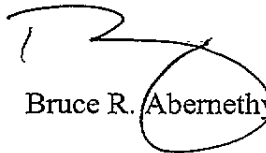
1. Articles of Organization of The Jacquin Group, LLC, a Florida Limited Liability Company.
2. Appointment and Consent to Serve as Registered Agent for The Jacquin Group, LLC.

We would appreciate your filing the Articles of Organization, and forwarding an acknowledgment copy to the attention of the undersigned.

Our check in the amount of \$155.00 for filing the Articles of Organization, Registered Agent Designation, and obtaining a certified copy are enclosed.

Please bill us for your services in your usual manner.

Sincerely,

  
Bruce R. Abernethy, Jr.

BRA/jlb  
Enclosures

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**Articles Of Organization**  
of  
**The Jacquin Group, LLC**

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TALLAHASSEE, FLORIDA

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles Of Organization for such Company:

**Article I**  
**Name**

The name of the limited liability company is The Jacquin Group, LLC.

**Article II**  
**Company Existence**

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

**Article III**  
**Units Of Equity Ownership**

**Section A. Authorized Units of Equity Ownership.** The maximum number of units of equity ownership units The Jacquin Group, LLC is authorized to have outstanding is 10,000 units, all of which shall be identical units.

**Section B. First Lien.** The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

**Section C. Restrictions on Disposition of Units.** No Member of the Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section and in the Operating Agreement of the Company, the same as an original Member.

**Section D. Right to Redeem Units.** Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

Section E. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

**Article IV**  
**Registered Agent And Office**

The address of the initial Registered Office of the Company is 7348 Commercial Circle, Ft. Pierce, Florida 34951, and the name of its initial Registered Agent at such address is Paul E. Jacquin.

**Article V**  
**Principal Office and Mailing Address**

The street address of the principal office of the Company is 7348 Commercial Circle, Ft. Pierce, Florida 34951. The mailing address of the Company is P.O. Box 4343, Ft. Pierce, Florida 34948.

**Article VI**  
**Organizers**

The names and addresses of the organizers are:

Paul E. Jacquin  
7348 Commercial Circle  
Ft. Pierce, Florida 34951

Cheryl A. Jacquin  
7348 Commercial Circle  
Ft. Pierce, Florida 34951

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All of the organizers are natural persons over the age of twenty-one years.

**Article VII**  
**Purpose And Power**

The purposes of the LLC are as follows:

- (a) to provide maximum flexibility in business planning;
- (b) to provide simplicity in dealing with the tax laws and filing requirements;
- (c) to purchase, develop, and/or manage real estate;

- (d) to purchase and manage investments;
- (e) to provide an orderly buy-sell arrangement between the members of the Paul E. and Cheryl A. Jacquin family;
- (f) to provide for an order of succession and control of family assets;
- (g) to provide for management of business assets outside of the probate court upon a member's death;
- (h) to restrict the acquisition of interests in family business property by persons outside of the family;
- (i) to promote understanding among family members about the family assets and business.

In order to accomplish its purposes, the LLC may conduct any lawful business and investment activity permitted under the laws of the State of Florida and in any other jurisdiction in which it may have a business or investment interest.

The LLC may own, acquire, manage, develop, operate, sell, exchange, finance, refinance, and otherwise deal in any manner with real estate, personal property, and any other type of business as the Members may from time to time deem to be in the best interest of the LLC.

The LLC may engage in any other activities which are related or incidental to the foregoing purposes.

**Article VIII**  
**Management**

The Company is to be managed by a Manager or Managers, which Manager need not be a Member. The Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Manager of the Company, who shall serve as such until his successor is elected and shall qualify, is:

<u>Office</u>	<u>Name and Address</u>
Manager	Paul E. Jacquin 7348 Commercial Circle Ft. Pierce, Florida 34951

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**Article IX**  
**Indemnification**

The Company shall indemnify any Member and/or Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Manager is or was a Member or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Manager in the event of (i) a breach of such Member and/or Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member and/or Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member and/or Manager is proper in the circumstances because such Member and/or Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Manager or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article X**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by any Manager of the Company, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Manager of the Company.

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TALLAHASSEE, FLORIDA



State of Florida

County of St. Lucie

)  
) ss.  
)

The foregoing instrument was acknowledged before me this June 4, 2002 by Cheryl A. Jacquin, who is personally known to me or who has produced Drivers License as identification.

*Jane L Brock*

Notary Public in and for  
the State of Florida  
Seal:



Jane L. Brock  
MY COMMISSION # CC799916 EXPIRES  
February 12, 2003  
BONDED THRU TROY PAIN INSURANCE INC

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TALLAHASSEE, FLORIDA

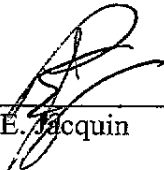




ACCEPTANCE

I, Paul E. Jacquin, the undersigned, hereby accept the appointment as agent of The Jacquin Group, LLC upon whom process, notices and demands may be served. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the Registered Office Address.

Dated this 4<sup>th</sup> day of June 2002.

  
\_\_\_\_\_  
Paul E. Jacquin

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