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307 Airport Pulling Rd. North P.O. Box 7128, Naples, FL 34101 (239) 643-6263 Fax:(239)643-5243

> Attorneys at Law RICHARD D. SPARKMAN JEFFREY C. QUINN KAREN S. BEAVIN

#### LAW OFFICES

#### Sparkman & Quinn, P.A.

June 7, 2005

Florida Department of State Registration Section Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Kenneth Sadler, L.L.C.

Dear Sir or Madam:

In reference to the above, please find enclosed the following:

- 1. Articles of Organization of KENNETH SADLER, L.L.C.
- Designation of Registered Agent.
- 3. Check in the amount of \$155.00 covering the following:

a.	Filing Fee	\$100.00
b.	Registered Agent Fee	\$ 25.00
C.	Certified Copy	\$ 30.00

Please file the original, certify the copy, and return same to this office.

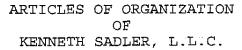
Sincerely,

SPARKMAN AND QUINN, P.A.

RICHARD D. SPARKMAN

RDS/tl

Enclosure(s) as stated





#### ARTICLE I NAME

The name of this Limited Liability Company (also referred to as "Company") is KENNETH SADLER, L.L.C.

ARTICLE II
ADDRESS

The street address and mailing address of KENNETH SADLER, L.L.C. is 744 9th Street North, Naples, Florida 34102.

## ARTICLE III PURPOSE

This Limited Liability Company is created for the purpose of excavations, all related services, and in such other business or businesses as may be agreed on by the members.

## ARTICLE IV PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Limited Liability Company shall be 744 9th Street North, Naples, Florida 34102, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Richard D. Sparkman, at the following address:

307 Airport Pulling Road North Naples, Florida 34101-3519

Having been named as registered agent and 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

duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608 F.S.

Richard D. Sparkman

## ARTICLE V MANAGEMENT OF BUSINESS

The day-to-day activities of the Limited Liability Company shall be managed by the members. The members shall have rights in the general management or conduct of the Limited Liability Company in accordance with their respective percentage interest.

The members' names and addresses as follows:

Kenneth James Sadler 1200 Royal Palm Drive Fifty Percent (50%) Naples, Florida 34103

Tara Sue Sadler 1200 Royal Palm Drive Fifty Percent (50%) Naples, Florida 34103

The company is therefore a "member-managed" limited liability company. The following decisions shall be made only by unanimous consent of the members:

- a. Assigning Company property to creditors or other assignees, including debts owed the Company;
  - b. Confessing a judgment;
  - c. Submitting a claim to arbitration;
  - d. Impeding the carry on of business;
  - e. Executing and delivering any debt instrument;
  - f. Borrowing money in the name of the Company;
  - g. Conveying real or personal property of the Company;
  - h. Pledging a member's interest to outsiders;
  - I. Disposing of the good will of the Company

#### ARTICLE VI PROPERTY

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

## ARTICLE VII MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within 30 days after the close of the Company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the Regulations.

## ARTICLE VIII TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the Company, but shall be entitled only to the share of profits, or other compensation or return of contributions to which the transferor otherwise would be entitled.

#### ARTICLE IX PROFITS AND LOSSES

Profits and losses generated by the business of this Company shall be paid with due regard to the repayment of any Company day-to-day and long term indebtedness, and shall be passed through to the members in their proportionate share of the Company.

## ARTICLE X WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company may remain in existence and continue in business pursuant to the applicable provisions of State Law or Article XI.

## ARTICLE XI DISSOLUTION, WINDING UP, LIQUIDATION (a)

The Limited Liability Company may be dissolved on the occurrence of any of the following events, unless the remaining members, by a simple majority, give their written consent to the continuation of the Company:

- 1. Death, disability or bankruptcy of a member;
- 2. Withdrawal, retirement or expulsion of a member;

3. Unanimous written consent of the members.

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(b)

Provided however, remaining members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the Company.

If the remaining members elect to continue the Company, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined below, as of the date of the events numerated above. Payment shall be made within three (3) months.

The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the Company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the Company. If any member withdraws from the Company, that member shall be entitled to his initial contribution, to any subsequent contributions, and to simple interest of 10% on the foregoing amounts.

On dissolution of the Limited Liability Company, if the Company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the Company shall be applied to Company liabilities in the following order:

- (1) Amounts owing to creditors other than members;
- (2) Amounts owing to members other than for capital and profits;
  - (3) Amounts owing to members in respect to capital;
  - (4) Amounts owing to members in respect to profits.

## ARTICLE XII DISPUTE AMONG MEMBERS

Any dispute or controversy arising in connection with these Articles which are not otherwise resolved shall be first submitted to mediation. If mediation is unsuccessful the parties may choose arbitration or file suit pursuant to the laws of the State of Florida.



#### ARTICLE XIII AMENDMENTS

These Articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the Company, with the Florida Secretary of State. All members of the Company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing.

parties hereto have executed these
JONG 646 , 2005.
KENNETH JAMES SADLER
1/1/2/10 Saar-

TARA SUE SADLER

STATE OF FLORIDA

COUNTY OF COLLIER

WITNESS my hand and official seal, this  $\frac{1}{2}$  day of  $\frac{1}{2}$  day of  $\frac{1}{2}$ 

Notary Signature

Notary Public - State of Florida
MyCommission Exples Oct 28, 2007
Commission # DD249170
Bonded By National Notary Assn.

STATE OF FLORIDA

COUNTY OF COLLIER

WITNESS my hand and official seal, this Q day of  $\sqrt{OV}$ , 2005.

Notary Signature

TEENA J. LEY

Notary Public - State of Florida

EMy Commission Braines Oct 28, 2007

Commission # DD249170

Bonded By National Notary Assn.

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