

L97000001363

SCUDERI & CHILDS
Attorneys and Counselors at Law
ROYAL PALM MALL
983 NORTH COLLIER BOULEVARD
MARCO ISLAND, FLORIDA 34145

REPLY TO: P. O. BOX 109, MARCO ISLAND, FL 34146-0109

SALVATORE C. SCUDERI
DONALD G. CHILDS

TELEPHONE 941 / 394-3166
FAX 941 / 642-5657

November 17, 1997

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****285.00 ****285.00

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC - 8 AM 11: 16

RE: HAMPTON CAPITAL, LLC

Dear Sir:

For the above referenced matter, I enclose the following original documents:

1. Articles of Organization of Hampton Capital, LC.
2. Affidavit of Membership and Contributions.
3. Statement Designating Registered Agent and Office.
4. Check in the amount of \$285 for the necessary filing fee.

Please forward confirmation of the filing to our office. Thank you for your attention to this matter.

Sincerely,

SCUDERI & CHILDS
Donald G. Childs

Donald G. Childs
DGC/II
enclosures

cc: Pete Gabardini

L97-1363

Name	128
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 21, 1997

DONALD G. CHILDS
SCUDERI & CHILDS
P.O. BOX 109
MARCO ISLAND, FL 34146-0109

SUBJECT: HAMPTON CAPITAL, L.C.
Ref. Number: W97000026339

We have received your document for HAMPTON CAPITAL, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 897A00055945

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SCUDERI & CHILDS
Attorneys and Counselors at Law
ROYAL PALM MALL
983 NORTH COLLIER BOULEVARD
MARCO ISLAND, FLORIDA 34145
REPLY TO: P. O. BOX 109, MARCO ISLAND, FL 34146-0109

SALVATORE C. SCUDERI
DONALD G. CHILDS

TELEPHONE 941 / 394-3166
FAX 941 / 642-5657

December 4, 1997

Tammi Cline, Document Specialist
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: HAMPTON CAPITAL, L.C.
Ref. No. W97000026339

Dear Ms. Cline:

Pursuant to your letter dated November 21, 1997 (copy of which is enclosed for your reference) enclosed please find Articles of Organization for Hampton Capital of Collier County, L.C.

Please proceed with the filing of the enclosed and forward proof of the filing to my office.

Thank you for your attention to this matter.

Sincerely,

SCUDERI & CHILDS



Donald G. Childs
DGC/II

enclosure

cc: Peter Gabardini

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**ARTICLES OF ORGANIZATION OF
HAMPTON CAPITAL OF COLLIER COUNTY, L.C.**

The undersigned 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 information, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

Name and Principal Place of Business

The name of the limited liability company shall be Hampton Capital of Collier County, L.C., and its principal office and mailing address shall be 236 Dan River Court, in the City of Marco Island, County of Collier, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

Purposes and Powers

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as 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 set forth in these Articles 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 these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

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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, 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 in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 set forth in these Articles, 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.

The several clauses contained in this statement of the general nature of the business or businesses 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.

Nothing contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

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ARTICLE III

Exercise of 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 IV

Management

Management of this limited company is reserved to its members, whose names and addresses are as follows:

- | | | | |
|----|--------------------------------------------------------------------------|----|-------------------------------------------------------------------------|
| 1. | Peter C. Gabardini, Jr.
236 Dan River Court
Marco Island, FL 34145 | 2. | Patricia Ann Gabardini
236 Dan River Court
Marco Island, FL 34145 |
|----|--------------------------------------------------------------------------|----|-------------------------------------------------------------------------|

ARTICLE V

Membership Restrictions

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 members.

On 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 on unanimous consent to the remaining members.

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ARTICLE VI

Capital Contributions

Initial capital contributions in the amount of \$10,000.00 cash shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their respective shares of profits and losses as set forth in Article VII hereof.

ARTICLE VII

Profits and Losses

a. Profit Sharing. The members shall be entitled to 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. Each member shall be entitled to the distributive share of the profits specified as follows:

- 1) Peter C. Gabardini, Jr., 99%
- 2) Patricia Ann Gabardini, 1%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of filing of these Articles of Organization with the State of Florida.

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, or, if these sources are insufficient to cover such losses, by the members in the following shares:

- 1) Peter C. Gabardini, Jr. 99%
- 2) Patricia Ann Gabardini, 1%

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ARTICLE VIII

Duration

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

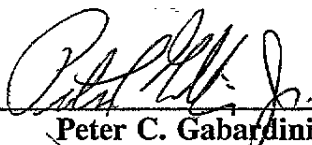
ARTICLE IX

Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 236 Dan River Court, City of Marco Island, County of Collier, State of Florida, and the name of the company's initial registered agent at that address is Peter C. Gabardini, Jr.

The undersigned, being an original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Hampton Capital of Collier County, L.C.

Executed by the undersigned at Marco Island, Florida on December 3, 1997.



Peter C. Gabardini, Jr., Member



Patricia Ann Gabardini, Member

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

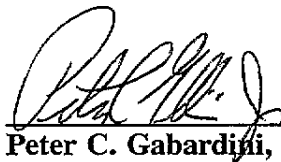
State of Florida
County of Collier

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Hampton Capital of Collier County, L.C. The name of the registered agent for Hampton Capital of Collier County, L.C. is Peter C. Gabardini, Jr. and the street address of the company's principal office where the agent is located is 236 Dan River Court, Marco Island, Florida.

This statement is to acknowledge that as indicated above, Hampton Capital of Collier County, L.C. has appointed me, Peter C. Gabardini, Jr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 the accept the obligations of my position as registered agent.

Dated December 3, 1997.



Peter C. Gabardini, Jr., Registered Agent

The foregoing instrument was knowledged before me this December 3, 1997 by Peter C. Gabardini, Jr., as registered agent on behalf of Hampton Capital of Collier County, L.C., a limited liability company. He is personally known to me or has produced a Florida Driver's License #G163-663-37-418-0 as identification.

Witness my hand and official seal.

My commission expires:



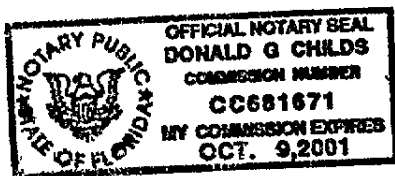
Notary Public

DONALD G CHILDS

Printed Name

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida
County of Collier


In compliance the Florida Statutes, Section 608.407(2), the undersigned member or authorized representative of a member of Hampton Capital of Collier County, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$10,000.00.
3. The agreed value of property other than cash contributed by the members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$50,000.00. This total includes the amounts from paragraphs 2 and 3 above.


Peter C. Gabardini, Jr., Member

The foregoing instrument was knowledged before me this December 3, 1997 by Peter C. Gabardini, Jr. on behalf of Hampton Capital of Collier County, L.C., a limited liability company. He is personally known to me or has produced a Florida Driver's License #G163-663-37-418-0 as identification.

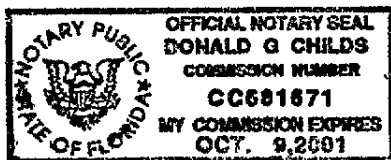
Witness my hand and official seal.


Notary Public

DONALD G CHILDS

Printed Name

My commission expires:



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