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LIMITED LIABILITY COMPANY

S & D BROOKS, L.C.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 30, 1999

MICHAEL R. FABRIKANT

SUBJECT: S & D BROOKS, L.C.
REF: W99000010144

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain the entity's complete mailing address.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6043.

Shawn Logan
Document Specialist

FAX Aud. #: H99000010233
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to be
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ARTICLES OF ORGANIZATION OF S & D BROOKS, 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 formation, 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 PRINCIPLE PLACE OF BUSINESS**

The name of the limited liability company shall be S & D BROOKS, L.C., and its mailing address/principle office shall be located at 503 NE 2nd Place in the City of Dania, County of Broward, 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**PURPOSE AND POWERS**

In addition to the powers authorized by 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, including renting real estate.
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.
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

Prepared By: MICHAEL R. FABRIKANT 2130 NORTH FIFTY SECOND AVE.
HOLLYWOOD, FLORIDA 33021 Phone# (954)-987-0941

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 to 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 other 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 interference from the terms of any other clause. They shall be regarding 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.

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 unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members whose names and addresses are as follows: Sidney J. Brooks, 503 NE 2nd Place, Dania, Fl 33004 and Donna Lee Brooks, 503 NE 2nd Place, Dania, Fl 33004.

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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 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 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 of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$500.00 cash and the following real property:

1. 806 SW 2nd ST.
HALLANDALE, FLA. 33009 - House -rental property
FMV 270,000.00
2. 842 SW 2nd ST.
HALLANDALE, FLA. 33009 - House-rental property
FMV 150,000.00

shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to that 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 an equal distributive share of the profits. 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

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the limited liability company, the month and day of the commencement date being April 30, 1999.

(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 profits of the business, or, if these sources are insufficient to cover such losses, by the member in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist until 2019, April 30, or 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 office of the limited liability company is 503 NE 2nd Place, City of Dania, County of Broward, State of Florida, and the name of the company's initial registered agent at 2130 North 52nd Avenue, Hollywood, Florida 33021, is Michael R. Fabrikant, Esquire.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Article of Organization of S & D BROOKS, L.C.

Executed by the undersigned at North Miami Beach, Florida, on April 29, 1999.

Michael Fabrikant
MICHAEL FABRIKANT
Elsie Bellevue
ELSIE BELLEVUE

Sidney J. Brooks
SIDNEY J. BROOKS
Donna Lee Brooks
DONNA LEE BROOKS

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

In compliance with Florida Statute 608.407(2), the undersigned members or authorized representative of a member of S&D BROOKS, 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 \$500.00.
3. If any, the agreed value of property other than cash contributed by the members is \$ 420,000.00. A description of the property is:
 - A. 806 NW - 2ND ST. FMV: \$270,000 - House-rental property
MALLARD AVE, FLA- 33009
 - B. 842 NW 2ND ST. FMV: 150,000.00 House-rental property
MALLARD AVE, FLA- 33009
4. The total amount of cash or property anticipated to be contributed by the members is \$ 420,500.00. This total includes the amounts from 2. And 3. Above.

Sidney J. Brooks
SIDNEY J. BROOKS

Donna Lee Brooks
DONNA LEE BROOKS

The foregoing instrument was acknowledged before me this 29 day of April 1999, by Sidney J. Brooks and Donna Lee Brooks, members, on behalf of S & D BROOKS, L.C., a limited liability company. They are personally known to me or have produced as identification.



Wendy Fabrikant
NOTARY PUBLIC, STATE OF FLORIDA

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MIAMI-DADE COUNTY, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

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 S & D BROOKS, L.C.

The name of the registered agent for S & D BROOKS, L.C. is Michael R. Fabrikant, Esquire, and the street address where the agent is located is 2130 North 52nd Avenue, Hollywood, Florida 33021.

This statement is to acknowledge that, as indicated above, S & D BROOKS, L.C. has appointed me, Michael R. Fabrikant, Esquire, 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 and accept the obligations of my position as registered agent.

Dated 1/29/95


Michael R. Fabrikant, Registered Agent

The foregoing instrument was acknowledged before me this 29 day of April, 1999 by Michael R. Fabrikant, agent on behalf of S & D BROOKS, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.



NOTARY PUBLIC, STATE OF FLORIDA

FLORIDA
CLERK OF STATE
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