

1

04

\$155.00

Certified Copy

Estimated Charge

Page Count

P.02/05

H99000032174 7

ARTICLES OF ORGANIZATION

OF

THE EDWIN & WILMA PARKER LIMITED LIABILITY COMPANY

The undersigned acting as organizer of THE EDWIN & WILMA PARKER LIMITED LIABILITY COMPANY, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I

The name of the limited liability company shall be THE EDWIN & WILMA PARKER LIMITED LIABILITY COMPANY (the "LLC").

ARTICLE II DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV BUSINESS ADDRESS AND REGISTERED AGENT

The street address of the place of business and the mailing address in this State of the LLC shall be 923 Sweetwater Lane, Boca Raton, FL 33431, and the registered agent shall be John J. Raymond, Jr., c/o BUTZEL LONG, P.C., Suite 411, 1200 North Federal Highway, Boca Raton, FL 33432.

Prepared By: John J. Raymond, Jr. BUTZEL LONG, P.C. 1200 North Federal Highway Suite 411 Boca Raton, FL 33432 (561) 368-2151 Bar # 194162

H99000032174 7

-1-

P.03/05

н99000032174 7

ARTICLE V MEMBERS AND CONTRIBUTIONS

(a) The following are the members of the LLC and their initial contribution:

Edwin Parker	\$100.00
Wilma Parker	\$100.00
Edwin Parker	\$100.00

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the LLC upon the unanimous consent of all members in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

ARTICLE VII DISSOLUTION, CONTINUATION

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event, which terminates the membership of a member in the LLC, so long as the remaining members, agree to continue the LLC.

ARTICLE VIII MANAGEMENT

The LLC is to be managed by a Manager or Managers. The name and address of the initial Manager of the LLC who shall serve as Manager until a successor is elected and qualified is:

Edwin Parker 923 Sweetwater Lane Boca Raton, FL 33431

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

H99000032174 7

H99000032174 7

ARTICLE IX ADDITIONAL PROVISIONS

- (a) All members of the LLC shall be entitled to vote on matters relating to the LLC per capita and not in proportion to their contributions to the capital of the LLC unless as otherwise set forth in the Operating Agreement of the LLC.
- (b) Management decisions shall be made by majority vote of the members except that the affirmative vote of two-thirds of the members shall be required to approve a consolidation or merger into or with another limited liability company, a partnership, a corporation, a business trust, or any other entity; sale of substantially all of the assets; or any transaction not in the ordinary course of business which shall cause the business of the LLC to be terminated or which shall require amendment to the Articles of Organization.
- (c) The effective date of this limited liability company shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this <u>lb</u> day of December, 1999.

John J. Raymond, Jr.

Organizer

H99000032174 7

H99000032174 7

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 608.415 and 608.507, Florida Statutes, the following is submitted:

That THE EDWIN & WILMA PARKER LIMITED LIABILITY COMPANY, desiring to organize under the laws of the State of Florida, with its principal place of business at 923 Sweetwater Lane, Boca Raton, FL 33431 has named John . Raymond, Jr. located at BUTZEL LONG, P.C., Suite 411, 1200 North Federal Highway, Boca Raton, FL 33432 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

H99000032174 7