

LD5000043989

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies 1

Certificates of Status 1

Special Instructions to Filing Officer:

4/29

FL LC

Office Use Only



800052263398

04/29/05--01043--028 **160.00

FILED

05 APR 29 PM 12:08

FILED

Collins, Brown, Caldwell,
Barkett & Garavaglia

CHARTERED

ATTORNEYS AT LAW

756 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963

BRUCE D. BARKETT
CALVIN B. BROWN
WILLIAM W. CALDWELL
GEORGE G. COLLINS, JR.*
MICHAEL J. GARAVAGLIA
RONALD KEITH LAWN**A
LISA N. THOMPSON***
BRUCE R. ABERNETHY, JR., OF COUNSEL***
STEVEN L. HENDERSON, OF COUNSEL*

PLEASE REPLY TO:
POST OFFICE BOX 64-3686
VERO BEACH, FLORIDA 32964-3686

772-231-4343

TELEFAX: 772-234-5213

INTERNET: CBO@VEROLAW.COM

*BOARD CERTIFIED IN REAL ESTATE

**MASTER OF LAWS IN TAXATION

***MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

†BOARD CERTIFIED IN WILLS, TRUSTS, AND ESTATES

*ALSO ADMITTED IN DC AND SC

April 28, 2005

FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: 5 Sextons, LLC

Dear Sir:

Enclosed please find an original and one conformed copy of the Articles of Organization for the above named limited liability corporation. I would appreciate your filing the original with your office and returning the conformed copy, with your Certificate attached, to this office.

I am also enclosing a check in the amount of \$160.00 covering the following:

Filing Fee	\$100.00
Certified Copy	30.00
Registered Agent Form	25.00
Certificate of Status	5.00

Thank you for your consideration in this matter.

Sincerely,

George G. Collins, Jr.
George G. Collins, Jr.
For the Firm (ma)

GGC, JR./mja
Enclosures

Articles of Organization

of

5 Sextons, LLC

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: **5 Sextons, 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 that the Company is authorized to have outstanding is 1,000. Each unit of equity ownership shall be hereafter referred to as a "Membership Unit".

Section B. Creation of Voting and Non-Voting Units. Of the 1,000 Membership Units that are authorized pursuant to Section A of this Article, 300 Membership Units (30% of the total authorized Membership Units) shall be classified as "Voting Units" and shall carry all of the voting rights that are specifically allocated to such Voting Units under the Operating Agreement of the Company, and 700 Membership Units (70% of the total authorized Membership Units) shall be classified as "Non-Voting Units" which shall carry no voting rights except as specifically authorized under the Operating Agreement of the Company.

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

Section D. Restrictions on Disposition of Membership Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any Membership Unit or Membership 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 Membership Unit or Membership Units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

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

Section F. Transfer of Membership Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his Membership Units until such indebtedness is paid.

Article IV **Registered Agent And Office**

The address of the initial Registered Office of the Company is 4650 17th St. SW, Vero Beach, FL 32968, and the name of its initial Registered Agent at such address is Charles R. Sexton, Jr.

Article V **Principal Office**

The mailing address and street address of the principal office of the Company is: 4650 17th St. SW, Vero Beach, FL 32968.

Article VI **Organizer**

The name and address of the organizer is:

Charles R. Sexton, Jr.
4650 17th St. SW
Vero Beach, FL 32968

The organizer is a natural person over the age of twenty one years.

Article VII
Purpose And Power

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

Article VIII
Management

The Company is to be managed by a Manager or Managers. One or more Manager 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 its successor is elected and shall qualify, is:

<u>Office</u>	<u>Name and Address</u>
Manager	Charles R. Sexton, Jr. 4650 17 th St. SW Vero Beach, FL 32968

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, Officer 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.

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 disinterested Officers 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 an Officer 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 a Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Manager.

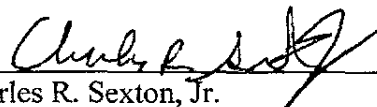
Article XI
Amendment Of Articles Of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.


(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of Organizer or authorized representative of Organizer.

Dated April 27th, 2005.



Charles R. Sexton, Jr.
Organizer


Charles R. Sexton, Jr.
Registered Agent

()

Margaret J. Purcell
Notary Public in and for said State

5