

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : FRANK H. FEE, III, ESQUIRE
Account Number : I19990000154
Phone : (561) 461-5020
Fax Number : (561) 468-8461

LIMITED LIABILITY COMPANY

FEE GROVES, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
FEE GROVES, LLC**

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The undersigned authorized representative of the members, hereinafter named, certifies that the members have associated themselves together for the purpose of becoming a limited liability company pursuant to the laws of the State of Florida (Ch. 608, Florida Statutes), which provide for the formation, rights, privileges and immunities of limited liability companies for profit. The members further declare that the following Articles shall be the Charter and authority for the conduct of business of this limited liability company.

ARTICLE I - NAME

The name of this limited liability company is, and shall be, **FEE GROVES, LLC**, and its principal place of business shall be in St. Lucie County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II - DURATION

The period of duration of this limited liability company shall be perpetual, unless unanimously agreed otherwise by the members.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 2821 South Indian River Drive, Fort Pierce, Florida 34982, and its mailing address shall be 2821 South Indian River Drive, Fort Pierce, Florida 34982.

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ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is 2821 South Indian River Drive, Fort Pierce, Florida 34982, and the name of its initial registered agent is Frank H. Fee, III.

ARTICLE V - RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of their admission to this 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 or in keeping with any written Members' Agreement.

Upon 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 upon unanimous consent of such remaining members.

ARTICLE VI - PURPOSE

The purposes for which this limited liability company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. This limited liability company shall have all of the powers vested by law in limited liability companies organized and existing pursuant to such laws.

ARTICLE VII - CAPITAL CONTRIBUTIONS

The percentages of membership and the initial capital contributions by the members of this limited liability company are as follows:

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<u>Name and Address</u>	<u>Initial Capital Contribution</u>	<u>Percentage</u>
JUDY FEE P. O. Box 641 Valle Crucis, NC 28691	\$61,536.00	31.22%
MARY KATHERINE FEE 1300 Seaway Drive, Unit A-4 Fort Pierce, Florida 34949	\$61,068.00	30.98%
FRANK H. FEE, III 2821 South Indian River Drive Fort Pierce, Florida 34982	\$59,231.00	29.87%
KATHERINE G. FEE 1300 Seaway Drive, Unit E-3 Fort Pierce, Florida 34949	\$1.00	7.93%
AGGREGATE TOTALS	\$181,836.00	100%

ARTICLE VIII - PROFIT AND LOSSES

The members shall be entitled to share in profits and losses arising from operation of the limited liability company business in proportion to their contributions of capital and in accordance with the tax basis of accounting used to prepare the Federal Form 1065 or in keeping with any other agreement legally binding upon the Members. Distributions of net profits, or allocation of net operating losses, may be as set forth in a Members' Agreement unanimously adopted and accepted by the members.

ARTICLE IX - MANAGEMENT

This limited liability company shall be managed and its powers exercised by a Manager. The limited liability company is therefore, a Manager-managed company. The Manager is to be elected from time to time by the members. FRANK H. FEE, III, whose address is 2821 South Indian River Drive, Fort Pierce, Florida, is hereby designated initial managing member to serve as manager until

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the first annual meeting of members, or until his successor is elected and qualified. The managing member herein designated, and his successors, shall have the power to borrow money and pledge company assets.

The undersigned hereby certifies that he is the duly authorized representative of all members hereinabove named of the limited liability company, and that the foregoing constitutes the Articles of Organization of FEE GROVES, LLC.

Executed by the undersigned at Fort Pierce, St. Lucie County, Florida, on the 14th day of January, 2000.

JUDY FEE,
MARY KATHERINE FEE,
FRANK H. FEE, III and
KATHERINE G. FEE

By: 


FRANK H. FEE, III, ESQUIRE
Attorney at Law
Authorized Representative
Pursuant to §608.407,
Florida Statutes

00 JAN 14 PM 12:00

CLERK OF STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


FRANK H. FEE, III, ESQUIRE

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