

GERALD W. ADAMS  
ATTORNEY AT LAW

MO 25  
BARRETT BUILDING  
SUMMERLAND KEY, FL 33042  
(305) 744-3399

FASCIMILE: January 3, 2000

305-744-0222

MAIL TO: Secretary of State  
Division of Corporations  
POB 420008  
Summerland Key  
Florida 33042

POB 6327  
Tallahassee, FL 32314

Re: Atlantic Storage Corporation, LLC and Brooks Building Corporation, LLC.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the LLCs referenced above, along with two copies and a check in the amount of \$125.00, each. Please execute the Articles of Incorporation and return the appropriate copy to this office.

If you should have any questions concerning this matter, please do not hesitate to contact this office. Your cooperation is greatly appreciated.

Sincerely,

*Gerald W. Adams*

Gerald W. Adams, Esquire  
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Availability	
Document Examiner	
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Updater Verifier	
Acknowledgment	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 11, 2000

GERALD ADAMS  
MM25 BARNETT BUILDING  
SUMMERLAND KEY, FL 33042

SUBJECT: BROOKS BUILDING CORPORATION, LLC  
Ref. Number: W00000000785

We have received your document for BROOKS BUILDING CORPORATION, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The name of the entity cannot include "CORPORATION." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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: 900A00001308

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SECRETARY OF STATE

**ARTICLES OF ORGANIZATION OF  
BROOKS BUILDING , L.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 PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **BROOKS BUILDING , L.L.C.**, and its principal office shall be located at 127 Industrial Rd. in the City of Big Pine Key, County of Monroe, 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.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 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, , 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 s, and perform any service under contract or otherwise for any , 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.

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CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE, FLORIDA

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.

### **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.

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CLERK OF DISTRICT COURT  
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## **ARTICLE IV**

### **MANAGEMENT**

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until a successor is elected and qualified is as follows: Susan R. Thommes, 75 Industrial Rd., Big Pine Key, FL 33043.

## **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, other than the successor or successors of Susan R.

Thommes, Trustee of the Susan R. Thommes Revocable Living Trust Agreement, dated November 29, 1995, by whom a contribution shall not be required in any manner.

A member's interest in the limited liability company may not be sold or otherwise transferred except with 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 of the remaining members.

## **ARTICLE VI**

### **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$10,000.00 cash shall be paid to the limited liability company by Brooks W. Thommes, Trustee of the Brooks W. Thommes Revocable Living Trust Agreement, dated November 29, 1995. Additional contributions will be made as required for investment purposes, as determined by a consensus of all

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members. Members will make contributions on a pro rata basis of the percentage of ownership of the company, as determined by the capital contribution of each member compare to the total amount of capital contributions.

## **ARTICLE VII**

### **PROFITS AND LOSSES**

**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 pursuant to each members pro rata share of the capital contribution as compared to the total capital contributions. The distributive share of the profits shall be 100% to the Brooks W. Thommes Revocable Living Trust Agreement, dated November 29, 1995, to be paid on January 1 of each year.

**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, pursuant to each members pro rata share of the capital contribution as compared to the total capital contributions.

## **ARTICLE VIII**

### **DURATION**

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

## **ARTICLE IX**

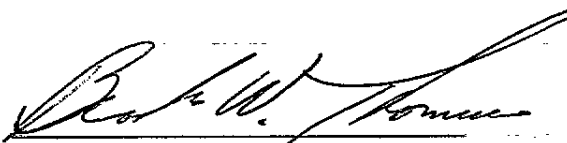
### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

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SECRETARY OF STATE  
RECEIVED

The address of the initial registered office of the limited liability company is ~~75~~ 127 Industrial Rd., Big Pine Key, County of Monroe, State of Florida 33043, and the name of the company's initial registered agent at that address is Susan R. Thommes.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Brooks Building L.L.C.

Executed by the undersigned at the office of Gerald W. Adams, Esq., 25000 Overseas Hwy., Summerland Key, Monroe County, FL 33042 on this 18 day of November, 1999.



Brooks W. Thommes, Trustee of the  
Brooks W. Thommes Revocable  
Living Trust Agreement

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