



THE UNITED STATES  
INCORPORATION  
COMPANY

# 100000002338

ACCOUNT NO. : 072100000032

REFERENCE : 606050 7142564

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 29, 2000

ORDER TIME : 12:50 PM

ORDER NO. : 606050-005

CUSTOMER NO: 7142564

CUSTOMER: Ms. Kristin Ernst  
ROKNICH & GIBSON  
ROKNICH & GIBSON  
Suite 901  
1800 Second Street  
Sarasota, FL 34236

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-02/29/00--01059--013  
\*\*\*\*125.00 \*\*\*\*125.00

DOMESTIC FILING

NAME: TORCH INVESTMENTS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

100-2338

Availability	OK
Document	OK
Examination	OK
Update	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 29, 2000

JANNA WILSON  
CSC

SUBJECT: TORCH INVESTMENTS, L.L.C.  
Ref. Number: W00000005454

We have received your document for TORCH INVESTMENTS, L.L.C. and check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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: 600A00011013

**RESUBMIT**  
Please give original  
submission date as file date.

**RECEIVED**  
00 MAR -1 AM 11:22  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**FILED**  
00 FEB 29 PM 5:00  
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF  
TORCH INVESTMENTS, L.L.C.

The undersigned certify that we have associated ourselves together for the purposes 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 Torch Investments, L.L.C., and its principal office shall be located at 1748 Independence Blvd., Suite B-5, Sarasota, FL 34234 in the County of Sarasota, 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. The mailing address shall be the same.

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 lawful business or activity.
2. 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.

3. 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, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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.

### ARTICLE IV

#### **MANAGEMENT**

This limited liability company is to be managed by Charles H.O. Morris and Roger K. Neustadt. The names and addresses of the persons who shall serve as manager until the first annual meeting of members or until a successor is elected and qualified are as follows:

- |                        |  |
|------------------------|--|
| 1. Robert A. Morris    | 1748 Independence Blvd.<br>Suite B-5<br>Sarasota, FL 34234 |
| 2. Charles H.O. Morris | 1748 Independence Blvd.<br>Suite B-5<br>Sarasota, FL 34234 |
| 3. Roger Neustadt      | 1748 Independence Blvd.<br>Suite B-5<br>Sarasota, FL 34234 |

ARTICLE V

**MEMBERS**

The following constitute the Members of this L.L.C. who shall own the L.L.C.:

1. Robert A. Morris 4286 Hearthstone Drive  
Sarasota, FL 34238
2. Charles H.O. Morris 7796 Alister Mackenzie Drive  
Sarasota, FL 34240
3. Roger K. Neustadt 1748 Independence Blvd  
Suite B-5  
Sarasota, FL 34234
4. Melody A. Cuff 1748 Independence Blvd  
Suite B-5  
Sarasota, FL 34234
5. Oliphant Financial Corporation 1748 Independence Blvd  
Suite B-5  
Sarasota, FL 34234
6. Todd Chambers 13170 Pond Springs Road  
Suite G-7  
Austin, TX 78729
7. William Boston 13170 Pond Springs Road  
Suite G-7  
Austin, TX 78729
8. David Neustadt 87 Hillside Drive  
Wayland, MA 01778
9. G. Lin Phelps 14310 Northbrook Lane  
Suite 100  
San Antonio, TX 78232
10. Andrew Brown 7796 Alister Mackenzie Drive  
Sarasota, FL 34240

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11. Geoffrey B. Chambers

609 East Alpha Drive  
Tempe, AZ 85281

12. Thomas R. Noble

5462 Colonial Oaks Blvd.  
Sarasota, FL 34232

#### 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.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, or as provided for in the separate operating agreement.

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. The member of members continuing the business shall compensate the departing member pursuant to the regulations of this limited liability company contained in the separate operating agreement.

#### ARTICLE VI

##### DURATION

The date and time when the existence of the limited liability company shall commence shall be 12:01 a.m. on February 28, 2000. 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 VII

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

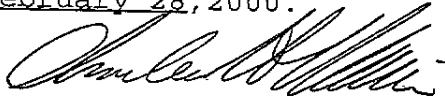
The address of the initial registered office of the limited liability company is 1748 Independence Blvd., Suite B-5, Sarasota, FL 34234, County of Sarasota, State of Florida, and the name of the


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company's initial registered agent at that address is Charles H. O. Morris.

The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of TORCH INVESTMENTS, L.L.C.

Executed by the undersigned on February 28, 2000.

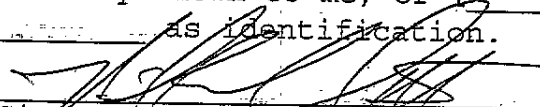
  
Charles H.O. Morris

  
Roger K. Neustadt

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STATE OF FLORIDA  
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this 28th day of February, 2000 by Robert A. Morris, as a member, on behalf of Torch Investments, L.L.C., a limited liability company, who is (Notary choose one) [X] personally known to me, or [ ] who has produced \_\_\_\_\_ as identification.

  
Signature of Notary Public

Printed name of Notary Public  
My Commission expires:

