

# Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

# L00000003655

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Government Attorney

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Indiana and Georgia

\*\*\*\* Also admitted in  
Pennsylvania

March 24, 2000

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

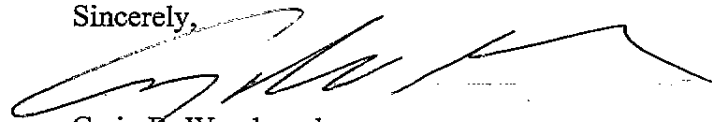
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\*\*\*\*155.00 \*\*\*\*155.00

Re: Articles of Organization for Marco Center, L.L.C.

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Organization and a check in the amount of \$155.00 for the filing fee, registered agent and designation and certified copy. Please return the certified copy to my office. Should you have any questions, please feel free to contact me.

Sincerely,



Craig R. Woodward

CRW/ach  
Enclosure

Name	Availability
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

FILED  
00 MAR 27 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# L00000003655

PLEASE RESPOND TO THE MARCO ISLAND OFFICE

606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402  
PELICAN BAY 801 LAUREL OAK DR., SUITE 710, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161

**ARTICLES OF ORGANIZATION  
OF  
MARCO CENTER, L.L.C.**

FILED  
00 MAR 27 PM 4:00  
SECRETARY OF  
TALLAHASSEE

In order to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act, Ch. 608 (the "Act"), we the undersigned hereby execute these Articles of Organization in accordance with the provisions of Section 608.407 of the Act and state that the statements set forth below as to the certain terms of the Limited Liability Company set forth herein are true and correct.

**I. NAME**

The name of the limited liability company is **MARCO CENTER, L.L.C.**

**II. NATURE OF BUSINESS**

The limited liability company shall be for the purpose of owning, acquiring, operating, leasing, selling and managing real property located in Collier County, Florida, as well as all other purposes allowed by law. The company shall have all the powers outlined in F.S. 608.404 which may be necessary to effect the purposes set forth in these Articles.

**III. BUSINESS ADDRESS**

3.1 The mailing address of the Company is 671 South Collier Blvd., Marco Island, Florida 34145.

**IV. DURATION**

4.1 The duration of the limited liability company shall be deemed to have commenced as of the date of filing with the Department of State, and shall continue and be perpetual.

4.2 The duration of the Limited Liability Company shall not be affected by the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or other termination of a member's membership in the absence of unanimous consent of the members.

**V. ADDRESS**

The initial address of the principal office of this limited liability company in the State of Florida is 671 South Collier Blvd., Marco Island, Florida 34145.

The manager may, from time to time, move the principal office to any other address in the State of Florida.

## **VI. MANAGEMENT**

6.1 The management of this limited liability company shall be vested in one (1) manager. The initial manager shall serve until the first annual meeting of members or until his successor or successors are elected and qualify. The names and addresses of the initial manager is as follows:

Shlomi Laria  
671 South Collier Blvd.  
Marco Island, Florida 34145

6.2 The manager shall be elected by the members annually. Members shall be entitled to vote that number of votes which equates to their percentage interest in the company.

## **VII. INITIAL MEMBERS AND ORGANIZERS**

7.1 The initial members and organizers of the company and their addresses are as follows:

<u><b>Names</b></u>	<u><b>Addresses</b></u>	<u><b>Percentage Interest in Co.</b></u>	<u><b>No. of Votes Allocated</b></u>
Shlomi Laria	671 South Collier Blvd. Marco Island, Florida 34145	50%	2
Auraham Sibony	671 South Collier Blvd. Marco Island, Florida 34145	25%	1
Yaron Sibony	671 South Collier Blvd. Marco Island, Florida 34145	25%	1

7.2 Shlomi Laria shall not have the right to sell his interest in this company to a third party without first offering it to the other members for purchase. The other members shall have a right to purchase his interest for the appraised value as determined by an appraiser who values the real property and personal property owned by the company as of the date the offer is made. The appraiser shall be selected by the selling and buying members jointly. If they cannot agree on an appraiser then each shall select one and the two appraisals shall be averaged. In the event the other members do not respond to an offer to sell Shlomi Laria's interest in the company within fifteen (15) days after receipt of the notice then he will be free to sell it to a third party.

## **VIII. PROFITS AND LOSSES**

8.1 Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company's business that remain after the payment of the expenses

of conducting the business. Each member shall be entitled to a distributive share of the profits of the company equal to their percentage ownership in the company.

8.2 Losses. All losses that occur in the operation of the limited liability company's business shall be paid out of the capital of the limited liability company and the profits of the business of the company to the extent possible.

#### IX. BOOKS AND RECORDS

9.1 The manager shall maintain full and accurate books of the company at the company's place of business, showing all receipts, expenses, assets, liabilities, profits and losses of the company and all other records necessary for the recording of the company's business and affairs.

9.2 The manager shall deliver to all members quarterly interim financial information which shall be reviewed but not audited.

#### X. REGISTERED AGENT

Craig R. Woodward whose address for service of process is 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145 shall be the registered agent for the limited liability company.

#### XI. AMENDMENTS

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be proposed by the manager to the members, and approved at a members meeting by a unanimous vote thereon, unless all the members and the manager sign a written statement manifesting their intentions that a certain amendment of these Articles of Organization be made.

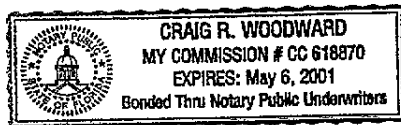
  
Shlomi Laria, Organizer

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared **Shlomi Laria**, to me known to be the persons described in the foregoing instrument and who acknowledged before me that they executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this 24 day of March, 2000.



Notary Public Signature

Notary Public Printed Signature

Notary Rubber Stamp Seal

ACKNOWLEDGMENT BY REGISTERED AGENT

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Craig R. Woodward

This Instrument Was Prepared By:  
Craig R. Woodward, Esquire  
Florida Bar Number: 0309389  
Woodward, Pires & Lombardo, P.A.  
606 Bald Eagle Drive, Suite 500  
Post Office Box One  
Marco Island, Florida 34146  
Telephone Number: (941) 394-5161  
REALESTATE&SPROPERTIESMARCOCENTERLLC