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Tallahassee, Fl. 32301

425-5675

City/State/Zip

Phone #

Office Use Only

#### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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Holland & Knight LLP		
Requester's Name		
315 S. Calhoun St., suite 600		
Address		
Tallahassee, Fl. 32301 425-567	5	
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#### FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 3, 2000

**HOLLAND & KNIGHT LLP** 

SUBJECT: HOBE SOUND CAPITAL PARTNERS LLC

Ref. Number: W00000011621

We have received your document for HOBE SOUND CAPITAL PARTNERS LLC and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The fee for this filing and a certified copy is \$155.00. Please remit a check in this amount.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Áffidavit 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) 487-6958.

Lee Rivers **Document Specialist** 

Letter Number: 900A00024610

# ARTICLES OF ORGANIZATION OF HOBE SOUND CAPITAL PARTNERS LLC

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

#### ARTICLE I. NAME

The name of the limited liability company is Hobe Sound Capital Partners LLC (the "Company").

#### ARTICLE II. PERIOD OF DURATION

The Company shall have perpetual existence, subject to termination in accordance with the Company's Regulations or by the unanimous written agreement of the Members.

#### ARTICLE III. ADDRESS

The mailing address and street address of the principal office of the Company Robert A. Hemmes, Jr., 14 Riverview Road, Hobe Sound, Florida 33455.

#### ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and address of the Company's initial registered agent in the State of Florida Intrastate Registered Agent Corporation, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

## ARTICLE V. TRANSFER OF MEMBERSHIP INTERESTS; ADMISSION OF ADDITIONAL MEMBERS

Members may transfer, assign and pledge their Membership Interests in the Company, and additional Members may be admitted, in the manner provided in the Company's Regulations.

#### ARTICLE VI. RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

#### ARTICLE VII. MANAGEMENT

The business of the Company shall be managed by the members. The initial managing member of the Company is Robert A. Hemmes, Jr., 14 Riverview Road, Hobe Sound, Florida 33455.

### ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed these Articles of Organization this 19<sup>th</sup> day of April, 2000.

David L. Perry, Jr.

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SECRETARY OF STATE
SECRETARY OF FLORIDA

#### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE OF HOBE SOUND CAPITAL PARTNERS LLC

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Hobe Sound Capital Partners LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

- 1. The name of the Company is Hobe Sound Capital Partners LLC.
- 2. The name of the registered agent and the address of the registered office are:

Intrastate Registered Agent Corporation 701 Brickell Avenue, Suite 3000 Miami, Florida 33131

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

INTRASTATE REGISTERED AGENT CORPORATION

David L. Perry, Jr.

Vice President

Dated: April 19, 2000

FILED

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