

# CAPITAL CONNECTION INC.

417 E. Virginia Street, Suite 100 Tallahassee, Florida 32301  
(850) 224-8877 • 1-800-642-8062 • Fax (850) 222-1212

Cortez Cove Operations, LLC

500003266315--0

-05/25/00--01033--019

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

Art of Inc. File

LTD Partnership File

Foreign Corp. File

✓ L.C. File Cert.

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

RECEIVED

00 MAY 25 AM 10:35

FILED

00 MAY 25 AM 11:35

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
CORTEZ COVE OPERATIONS, L. L. C.  
a LIMITED LIABILITY COMPANY**

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act:

**ARTICLE I**

**Name**

The name of the limited liability company, referred to in these Articles as "Company", is  
CORTEZ COVE OPERATIONS, L. L. C.

**ARTICLE II**

**Duration**

The period of duration of Company is twenty-five years beginning on the date these Articles of Organization are filed by the Florida Department of State.

**ARTICLE III**

**Purpose**

The purpose for which Company is organized is to transact any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

**ARTICLE IV**

**Principal Address**

The address of Company's principal place of business in Florida is 1400 4th Avenue West, Bradenton, FL 34205.

**ARTICLE V**

**Registered Agent and Office**

The name of Company's initial registered agent in Florida is JOSEPH P. VENABLE. The address of Company's registered office in Florida is 1400 4th Avenue West, Bradenton, FL 34205.

FILED  
00 MAY 25 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI****Capital Contributions**

The total amount of cash contribution is One Thousand (\$1,000.00) Dollars.

**ARTICLE VII****Management**

The Company is to be managed by two (2) managers. The initial managers are:

1. PIERO RIVOLTA, whose address is 215 Robin Drive, Sarasota, FL 34236;
2. GIANCARLO SCICCHITANO, whose address is 1741 Main St, Suite 101, Sarasota, FL 34236;

who will serve until the first annual meeting of the members. Managers shall be elected annually by the members, with the vote of a majority in interest of the members.

**ARTICLE VIII****Admission of New Members**

Members shall have the right to admit new members. Such new members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

**ARTICLE IX****Transfer of Members Interest**

A member in the Company may transfer or assign his or her interest provided, if all of the members (not including the member transferring an interest) do not approve the transfer or assignment by unanimous written consent, the transferee of the interest will have no participation in the management of the affairs of the Company or become a member, though such transferee or assignee will be entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the transferror or assignor would otherwise be entitled.

**ARTICLE X****Distributions of Company Assets**

FILED  
00 MAY 25 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The Company may, from time to time, distribute its property to its members, PROVIDED, in no event shall any distribution be made if after the distribution the Company would not be able to pay its debts as they become due in the usual course of business, or if after the distribution the Company's total assets would be less than the sum of its total liabilities. Distribution, when made, shall be allocated on the basis of each members' capital account. Distributions of Company assets may be made in cash or in kind.

## ARTICLE XI

### Distributions on Dissolution

Upon dissolution of the Company, the assets of the Company shall be distributed as provided in the Florida Limited Liability Company Act in effect at the time of dissolution. The Company may, from time to time, distribute its property to its members, PROVIDED, in no event shall any distribution be made if after the distribution the Company would not be able to pay its debts as they become due in the usual course of business, or if after the distribution the Company's total assets would be less than the sum of its total liabilities. Distribution, when made, shall be allocated on the basis of each members' capital account. Distributions of Company assets may be made in cash or in kind.

## ARTICLE XII

### Amendment or Repeal of Articles

These Articles of Organization may be altered, amended or repealed by vote of the members of the Company, upon the affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company.

## ARTICLE XIII

### Distributions on Dissolution

Upon dissolution of the Company, the assets of the Company shall be distributed as provided in the Florida Limited Liability Company Act in effect at the time of dissolution. The members of the Company may adopt and amend by affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company, regulations governing the management of the Company's affairs.

## ARTICLE XIV

### Amendment or Repeal of Articles

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act the undersigned have executed these Articles of Organization on this      day of May, 2000, at Bradenton, Florida.

CORTEZ COVE MARINA, INC., a Florida Corporation

### Regulations

By: [Signature] President

The members of the Company may adopt and amend by affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company, regulations governing the management of the Company's affairs.

RENCAR U. S. DIAZ, a Florida Corporation

By: [Signature] President

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act the undersigned have executed these Articles of Organization on this      day of May, 2000, at Bradenton, Florida.

CORTEZ COVE MARINA, INC., a Florida Corporation

FILED  
MAY 25 AM 11:35  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of May, 2000 by Piero Rivolta as President of CORTEZ COVE MARINA, INC., a Florida Corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

Monica Schmelzinger  
NOTARY PUBLIC  
STATE OF FLORIDA  
FILED  
MAY 11 11:35

MY COMMISSION EXPIRES:



(SEAL)

STATE OF FLORIDA  
COUNTY OF SARASOTA

~~The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2000 by \_\_\_\_\_ as \_\_\_\_\_ of RENCAR U. S., INC., a Florida Corporation, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.~~

\_\_\_\_\_  
NOTARY PUBLIC

MY COMMISSION EXPIRES:

(SEAL)

**CERTIFICATE OF REGISTERED  
AGENT/REGISTERED OFFICE**

In accordance with Section 608.415 of the Florida Limited Liability Act, a registered agent is appointed as follows:

CORTEZ COVE OPERATIONS, L. L. C., located at 1400 4th Avenue West, Bradenton, FL 34205, names JOSEPH P. VENABLE, as its registered agent to accept service of process within Florida. The address of the registered agent is 1400 4th Avenue West, Bradenton, FL 34205

Dated: May \_\_\_\_\_, 2000

CORTEZ COVE OPERATIONS, L. L. C.

By: \_\_\_\_\_

PIERO RIVOLTA, Manager

By: \_\_\_\_\_

GIANCARLO SCICCHITANO, Manager

Having been named as registered agent and to accept service of process for the above named limited liability company at the street address designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity.

Dated: May \_\_\_\_\_, 2000.

JOSEPH P. VENABLE, Registered Agent

**FILED**  
00 MAY 25 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

No. 4217 (four-two-one-seven) \_\_\_\_\_

On this 10<sup>th</sup> day of May 2000 at the city of Lugano, Canton Ticino, Switzerland, Mr **Giancarlo SCICCHITANO**, born on March 8, 1944 in Modena (Italy), Italian citizen, resident in Porza (Switzerland) - driving license # S235-280-44-088-0 issued on January 14, 1997 and expiring on March 8, 2003 - as President of Rencar U.S. Inc., did personally appear before me and declared to me that he has signed on the back side in his own handwriting the present deed. \_\_\_\_\_

I therefore certify the authenticity of his signature. \_\_\_\_\_



*Avv. Luca Vanetta, Notario in Lugano*

FILED

00 MAY 25 AM 11:35

SECRETARY OF STATE  
TALLAHASSEE FLORIDA