

Division of Corporations

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Division of Corporations
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LIMITED LIABILITY COMPANY

Arbor Thicket Development, LLC

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**ARTICLES OF ORGANIZATION
OF
ARBOR THICKET DEVELOPMENT, LLC**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is **ARBOR THICKET DEVELOPMENT, LLC**.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is 875 Dog Kennel Road, Sarasota, Florida 34240.

**ARTICLE III
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV
Registered Agent and Office**

The name of Company's initial registered agent in Florida is Garret T. Barnes, Esquire. The address of Company's registered office in Florida is 3119 Manatee Avenue West, Bradenton, Florida 34205.

**ARTICLE V
Management**

A. The Company is to be managed by a Managers who will serve until the first annual meeting of the Members. The initial Managers are identified as follows:

Rene Tope, whose address is 875 Dog Kennel Road, Sarasota, Florida 34240.
Edwin Gregory Tope, whose address is 875 Dog Kennel Road, Sarasota, Florida 34240.

B. The Managers, acting jointly or alone, shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, except:

1. Without having first obtained the prior written consent of a majority in interest of the Members, the Managers shall not cause or permit the Company to:

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a. Refinance, mortgage, pledge, or otherwise encumber Company property, or;

b. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or Regulations, or;

c. Sell, convey, transfer, assign, trade, exchange or otherwise dispose of any Company real property or all or a substantial portion of the Company's other properties or lease any Company property for more than ten (10) years.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

2. Without having first obtained the prior written consent of all of the Members, amend these Articles or the Operating Agreement/Regulations of the Company to:

a. Reduce the ownership interest, rights, privileges, or benefits or enlarge the duties and obligations of the Members, or;

b. Enlarge the ownership interest, rights, privileges, or benefits or reduce the duties and obligations of the Managers, or;

c. Modify the duration of this Company, or;

d. Affect the rights or restrictions regarding the assignability of Member ownership interests, or;

e. Amend this Article V.

If any Member shall not object in writing to the Managers' request for consent pursuant to this Article V within five (5) business days of receipt of such request, such Member shall be deemed to have consented to the Managers' request.

C. A "majority in interest" shall mean a simple majority, as determined by their ownership interest percentages in the Company, of the Members of the Company.

ARTICLE VI Admission of New Members

The Members of the Company do not have the right to admit new Members, but a majority of the Managers of the Company has the right to admit new Members in accordance with the Operating Agreement/Regulations of the Company.

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ARTICLE VII

Continuation of Business

A majority in interest of the remaining Members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VIII

Voting Rights

Each Member's vote on matters relating to the Company on which Members are allowed to vote will be weighted in proportion to their ownership interest percentage in the Company compared to all other such interests.

ARTICLE IX

Profits and Losses Allocation

Profits and losses will be allocated to the Members in accordance with the Operating Agreement/Regulations of the Company.

ARTICLE X

Amendments

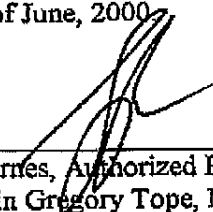
Subject to the restrictions set forth in Article V above, these Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by a Manager.

ARTICLE XI

Commencement

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence on June 12, 2000, at 12:01 A.M.)

IN WITNESS WHEREOF, the undersigned authorized representative of a Member has executed these Articles of Organization on this 12th day of June, 2000.



Garret T. Barnes, Authorized Representative of
Edwin Gregory Tope, Managing Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

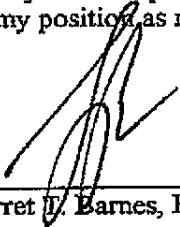
Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is **ARBOR THICKET DEVELOPMENT, LLC.**

2. The name and address of the registered agent and office is: Garret T. Barnes, Esquire, 3119 Manatee Avenue West, Bradenton, Florida 34205.

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 12, 2000.



Garret T. Barnes, Registered Agent

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