

# L00000009502

**PARKER & ASSOCIATES, P.A.**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

THEODORE PARKER, ESQ.  
EMAIL: TPARKERSRQ@AOL.COM

2033 MAIN STREET  
SUITE 106  
SARASOTA, FLORIDA 34237

KATHY L. MORGAN  
LEGAL ASSISTANT  
EMAIL: KLM0866@AOL.COM

TELEPHONE: (941) 952-0600

FACSIMILE: (941) 952-0601

July 25, 2000

Department of State  
Corporate Records Bureau  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32301

— VIA: FedEx  
409 E. Gaines Street  
Tallahassee, Florida 32399

FILED  
00 AUG -9 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Coulter Construction Management, L.L.C.

100003338541 --9  
-07/27/00--01077--005  
\*\*\*337.50 \*\*\*1227.50

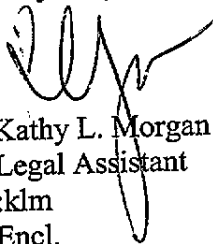
To whom it may concern,

Enclosed please find two originals of the proposed Articles of Organization for the above referenced limited liability company.

Please file the one original and forward the second original, certified, to the attention of the undersigned at your earliest convenience. Our check in the amount of \$337.50 is enclosed to cover Articles of Organization filing fee (\$250.00), Registered Agent designation (\$35.00) and certified copy fee (\$52.50).

Thank you for your prompt attention and assistance in this matter. Should you have any question, please advise.

Very truly yours,

  
Kathy L. Morgan  
Legal Assistant  
:klm  
Encl.

~~1000-19959~~  
L00-9502  
8/9



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 1, 2000

KATHY L. MORGAN, LEGAL ASSISTANT  
PARKER & ASSOCIATES, P.A.  
2033 MAIN ST., SUITE 106  
SARASOTA, FL 34237

SUBJECT: COULTER CONSTRUCTION MANAGEMENT, L.L.C.  
Ref. Number: W00000019059

We have received your document for COULTER CONSTRUCTION MANAGEMENT, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6917.

Gretchen Harvey  
Document Specialist Supervisor

Letter Number: 900A00041640

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**PARKER & ASSOCIATES, P.A.**

**A PROFESSIONAL ASSOCIATION  
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August 4, 2000

Department of State  
Corporate Records Bureau  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32301  
Attn: Gretchen Harvey

VIA: FedEx  
409 E. Gaines Street  
Tallahassee, Florida 32399

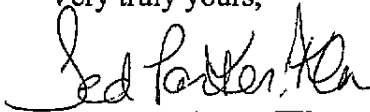
**RE: Coulter Construction Management, L.L.C.  
Reference # W00000019059  
Letter # 900A00041640**

Dear Ms. Harvey:

Enclosed for filing with the Department of State are Coulter Construction Management, LLC Articles of Organization which no longer contain "Affidavit of Membership and Contribution"; and Application for Refund which we have completed and executed.

We thank you for your kind assistance. Please advise any question.

Very truly yours,



Theodore Parker  
TP:klm  
Encl.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# **ARTICLES OF ORGANIZATION OF COULTER CONSTRUCTION MANAGEMENT, L.L.C.**

## **ARTICLE I PREAMBLE: FORMATION**

The undersigned agrees to form, and hereby forms, 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; and furthermore, declares the following Articles shall serve as the charter and authority for the conduct of the business of the limited liability company.

## **ARTICLE II NAME; PRINCIPAL PLACE OF BUSINESS; AND INITIAL REGISTERED AGENT**

2.1 Name. The name of this limited liability company shall be Coulter Construction Management, L.L.C.

2.2 Principal Place of Business. The principal place of business and mailing address of this limited liability company shall be 1020 West Shore Drive, Big Pine Key, Florida 33043, and it shall have the power and authority to establish branch offices at such other locations or places it may designate.

2.3 Initial Registered Agent. The initial registered agent of this limited liability company shall be Theodore Parker whose address is 2033 Main Street, Suite 106, Sarasota, Florida 34237.

## **ARTICLE III DURATION**

This limited liability company shall commence on the date of the filing of these Articles of Organization by the Department of State, and continue perpetually or until dissolved in a manner provided by law, or as provided in any operating agreement adopted by the membership.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE IV**

### **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 this limited liability company is authorized to transact, shall be as follows:

4.1 To engage in any activity or business authorized under the Florida Statutes.

4.2 In general, to carry on and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

4.3 To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4.4 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

4.5 To exercise all or any of the limited liability company powers, and to carry out all or any of the purpose enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property; and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit this limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or otherwise perform.

## **ARTICLE V**

### **ADMISSION OF ADDITIONAL MEMBERS**

No additional members shall be admitted except upon the affirmative unanimous vote of all members of this limited liability company, on such terms and conditions as shall be agreed to by all the members.

## **ARTICLE VI**

### **MANAGEMENT OF BUSINESS**

Management of this limited liability company is reserved to its membership.

## **ARTICLE VII**

### **TERMINATION OF MEMBERSHIP**

The remaining members shall have the right to continue the business of this limited liability company upon 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 this limited liability company.

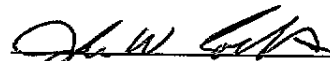
## **ARTICLE VIII**

### **AMENDMENTS**

These Articles may be amended at any time and from time to time by a vote of unanimous agreement of the membership, and such amendment shall be filed in the Department of State.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Organization are executed on this 18<sup>th</sup> day of July, 2000, by John W. Coulter as authorized agent for the initial member of this limited liability company.

  
JOHN W. COULTER

Page 4 of 5

FILED  
00 AUG -9 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATEMENT DESIGNATING REGISTERED AGENT  
AND OFFICE**

STATE OF FLORIDA  
COUNTY OF SARASOTA

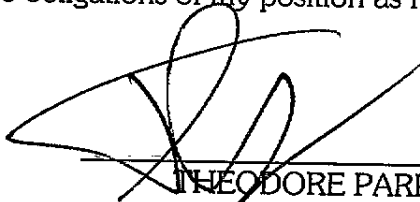
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is Coulter Construction Management, L.L.C.

The name of the registered agent for Coulter Construction Management, L.L.C. is Theodore Parker, Esq. and the street address where he is located is 2033 Main Street, Suite 106, Sarasota, Florida 34237.

This statement is to acknowledge that, as indicated above, Coulter Construction Management, L.L.C. has appointed me, Theodore Parker, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: July 18, 2000

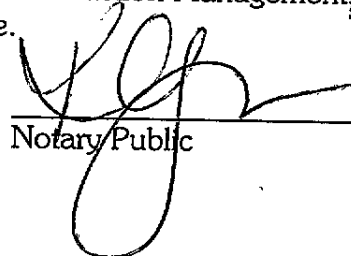
  
\_\_\_\_\_  
THEODORE PARKER

00 AUG - 9 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of July, 2000, by Theodore Parker, agent on behalf of Coulter Construction Management, L.L.C., a limited liability company. He is personally known to me.



  
\_\_\_\_\_  
Notary Public