

# L00000009757

W. Scott Hamilton  
% Whitaker & Hamilton  
2400 Manatee Ave West  
Address  
Bradenton, FL 34205  
City/State/Zip Phone #

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 400003340964--6  
-07/31/00--01126--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 400003340964--6  
-08/10/00--01088--004  
\*\*\*\*\*76.25 \*\*\*\*\*76.25
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

## NEW FILINGS

- ☐ Profit  
☐ Not for Profit  
Name ☐ Limited Liability  
Availability ☐ Domestication  
☐ Other DCC  
Document Examiner

## OTHER FILINGS

- Updater ☐ Annual Report  
Verifier ☐ Fictitious Name  
Acknowledgement DCC  
P. Verifier DCC

## AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

## REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. TAX  
FILING \$16.25  
R. AGENT FEE  
C. C.  
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N. B.  
BALANCE DUE  
Examiner's Initials  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 3, 2000

W. SCOTT HAMILTON  
C/O WHITAKER & HAMILTON  
2400 MANATEE AVE., WEST  
BRADENTON, FL 34205

SUBJECT: CANAAN CAPITAL MANAGEMENT, L.C.  
Ref. Number: W00000019294

We have received your document for CANAAN CAPITAL MANAGEMENT, L.C. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

The document must contain both the street address of the principal office and the mailing address of the entity.

The registered agent must sign accepting the designation.

We need a balance due of \$76.25.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 600A00042141

## **ARTICLES OF ORGANIZATION OF CANAAN CAPITAL MANAGEMENT, L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### **ARTICLE I**

#### **NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **CANAAN CAPITAL MANAGEMENT, L.C.**, and its principal office and mailing address shall be located at 2400 Manatee Ave. West in the City of Bradenton, County of Manatee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

### **ARTICLE II**

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

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any 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.
3. 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, and to perform and carry out, assign, cancel, or rescind any of such contracts.
4. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, 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 this 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 with 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.

5. 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.

6. To engage in the business of trading stock, stock options, commodities and other financial instruments .

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 the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### **ARTICLE IV**

#### **MANAGEMENT**

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve as manager is Dinah Vaughn, 15350 Amberly Dr., Apt # 5121, Tampa, Fla. 33647.

### **ARTICLE V**

#### **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## **ARTICLE VI**

### **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$21,000 cash shall be paid to the limited liability company by Mark DeJong and Ruth DeJong, jointly, Jeanne Hamilton and Scott Hamilton, jointly, and Dinah Vaughn, individually, in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

## **ARTICLE VII**

### **PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members as determined by a unanimous vote of members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if these sources are insufficient to cover such losses, by the members in equal shares.

## **ARTICLE VIII**

### **DURATION**

This limited liability company shall exist until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

## **ARTICLE IX**

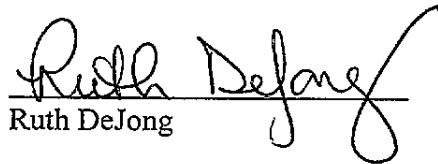
### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 2400 Manatee Ave. West, City of Bradenton, County of Manatee, State of Florida, and the name of the company's initial registered agent at that address is W. Scott Hamilton, Esquire.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

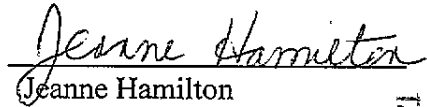
The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of CANAAN CAPITAL MANAGEMENT, L.C.

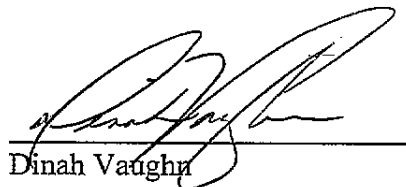
Executed by the undersigned at Bradenton, Manatee County, Florida on July, 23, 2000.

  
Ruth DeJong

  
Mark DeJong

  
W. Scott Hamilton

  
Jeanne Hamilton

  
Dinah Vaughn

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TALLAHASSEE, FLORIDA

**REGISTERED AGENT CERTIFICATE**

In pursuance of Chapter 607, Florida Statutes, the following is submitted:

RUTH DeJONG, MARK DeJONG, W. SCOTT HAMILTON, JEANNE HAMILTON  
AND DINAH VAUGHN, the original members of the proposed limited liability corporation,  
CANAAN CAPITAL MANAGEMENT, L.C., which shall have its registered office at 2400  
Manatee Avenue West, Bradenton, Florida 34205, have named W. SCOTT HAMILTON of 2400  
Manatee Avenue West, Bradenton, Florida, 34205, to serve as Registered Agent for the said  
limited liability corporation, such designation becoming effective as of the date of the approval of  
the Articles of Incorporation filed herewith.

Having been designated to accept service of process for the above-referenced corporation,  
at the address indicated in this Certificate, I hereby accept such designation and agree to comply  
with the State laws relating to such office.

  
\_\_\_\_\_  
W. SCOTT HAMILTON

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