

L01000001874

JAMES A. BARKS
ATTORNEY AT LAW
SUITE B
1100 WEST FIRST STREET
SANFORD, FLORIDA 32771

TELEPHONE (407) 321-1224

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January 18, 2001

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FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: J & L Realty and Management Group, L.L.C.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$122.50.
Articles of Incorporation and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing fee

\$35.00 - Designating Registered Agent

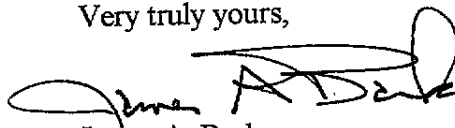
\$52.50 - Certified copy of Articles of Incorporation

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Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/vam

Enclosures

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OK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 24, 2001

JAMES A. BARKS
1120 WEST FIRST STREET
SANFORD, FL 32771

SUBJECT: J & L REALTY AND MANAGEMENT GROUP, L.L.C.
Ref. Number: W01000001858

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TALLAHASSEE, FLORIDA

We have received your document for J & L REALTY AND MANAGEMENT GROUP, L.L.C. and check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$2.50. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

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).

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 901A00004044

ARTICLES OF ORGANIZATION

OF

J & L REALTY AND MANAGEMENT GROUP, L. 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 J & L REALTY AND MANAGEMENT GROUP, L. L. C., and its principal office and mailing address shall be located at 822 Thompson Terrace, Lake Mary, Florida 32746, 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 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

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TALLAHASSEE FLORIDA

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. 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.

5. 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 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.

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 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 the members of this limited liability company. This Article may be amended from time to time by 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 a manager-managed company and shall be managed by two (2) managers. The names and addresses of the persons who shall serve until the first annual meeting of members or until their successors are elected and qualified are as follows:

LEANNE BENJAMIN
822 Tomlinson Terrace
Lake Mary, Florida 32746

JOHN P. DONNELLY
822 Tomlinson Terrace
Lake Mary, Florida 32746

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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 shall be paid to the limited liability company by the two (2) members as follows:

| | |
|------------------|-----|
| JOHN P. DONNELLY | 50% |
| LEANNE BENJAMIN | 50% |

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in the same proportions as their initial capital contributions.

ARTICLE VII. PROFITS AND LOSSES

(A) 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 the distributive share of the profits

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specified as follows:

| | |
|------------------|-----|
| JOHN P. DONNELLY | 50% |
| LEANNE BENJAMIN | 50% |

The distributive share of the profits shall be determined and paid to the members each year.

(B) 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 the following shares:

| | |
|------------------|-----|
| JOHN P. DONNELLY | 50% |
| LEANNE BENJAMIN | 50% |

ARTICLE VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law or 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 822 Tomlinson Terrace, Lake Mary, Florida 32746, and the name of the company's initial registered agent at that address is JOHN P. DONNELLY.

The undersigned, being original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of J & L REALTY AND MANAGEMENT GROUP, L. L. C.

Executed by the undersigned at Sanford, Florida on January 18, 2001.


JOHN P. DONNELLY


LEANNE BENJAMIN

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TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF SEMINOLE

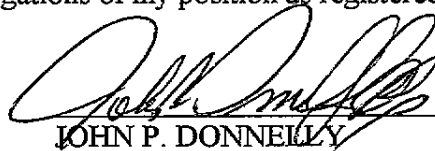
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is J & L REALTY AND MANAGEMENT GROUP, L. L. C.

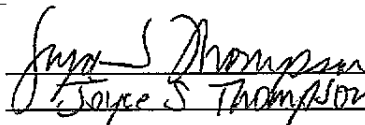
The name of the registered agent for J & L REALTY AND MANAGEMENT GROUP, L. L. C. is JOHN P. DONNELLY and the street address of the company's principal office where the agent is located is 822 Tomlinson Terrace, Lake Mary, Florida 32746

This statement is to acknowledge that, as indicated above, J & L REALTY AND MANAGEMENT GROUP, L. L. C. has appointed me, JOHN P. DONNELLY, 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 January 18, 2001.


JOHN P. DONNELLY

The foregoing instrument was acknowledged before me this 18th day of January, 2001 by JOHN P. DONNELLY, agent on behalf of J & L REALTY AND MANAGEMENT GROUP, L. L. C., a limited liability company. He (☒) is personally known to me OR (☐) has produced _____ for identification.


Joyce S. Thompson, Notary Public

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