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Florida Department of State  
Division of Corporations, etc.  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

**HM**

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

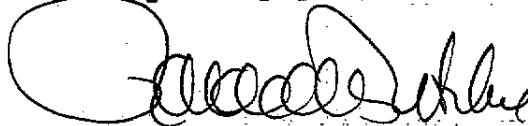
Re: HM Investments, LLC

Dear Ladies:

Enclosed please find an original and one (1) copy of the Articles of Organization for the above limited liability company, together with my trust account check in the amount of \$155.00.

Please file same and return the certified copy to the address shown above.

Very truly yours,



RONALD W. RITCHIE

/rwr  
Enclosures

FILED  
01 JUN -1 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**HM INVESTMENTS, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

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**ARTICLE I**

**NAME**

The name of this limited liability company is **HM INVESTMENTS, LLC**, referred to in these Articles of Organization as the "Company."

**ARTICLE II**

**PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office and mailing address of the Company is 11469 Benshoff Avenue, Brooksville, Florida 34601. The Company's registered agent is Michael Holton, whose address is 11469 Benshoff Avenue, Brooksville, Florida 34601.

**ARTICLE III**

**DURATION**

Unless affirmatively dissolved, the Company shall have perpetual duration.

**ARTICLE IV**

**ORGANIZER**

The organizer of the Company is Michael Holton, a natural person at least eighteen (18) years old.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V

### PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

## ARTICLE VI

### MANAGEMENT BY MANAGERS

#### Section 6.01 Designation of Managers

(a) Managers. The Company will be managed by member managers, who shall be (1) Michael Holton, whose address is 11469 benshoff Avenue, Brooksville, Florida 34601, and (2) Ronald J. Martin, 890 Beach Road, Sanibel, Florida 33957, who will each serve until the next scheduled annual elections of the Company.

(b) Removal. The member(s) may remove a manager, without having to possess, state, or prove cause, by

(i) a vote of members holding 100 percent of the voting power of all membership interests, excluding any voting power held by the manager whose removal is sought. The vote must be taken at a properly scheduled meeting of the members, and a manager whose removal is sought may not vote, or

(ii) written consent of members holding 100 percent of the voting power of all membership interests, excluding any voting power held by the manager whose removal is sought.

The removal of a manager without stating or proving cause does not bar a later claim that the manager engaged in misconduct while a manager.

(c) Resignation. A manager may resign by providing written notice to all members, using the means of notice stated in the Company's operating agreement for giving notice to members. If the operating agreement does not specify a means of giving notice, the manager must give notice by a means sufficient under the laws of the State of Florida. The resignation shall take effect ten (10) days after the date the manager gives notice to all members, or at a later date stated in the notice of resignation.

(d) Interim Management. Once the resignation of a manager is effective or the members remove a manager, the Company will be managed by the remaining manager until a replacement manager is chosen with the majority consent of the members.

(e) Replacement Manager. The members will elect a replacement manager at a properly scheduled meeting of the members. The vote of members holding a majority of the voting power of all membership interests is necessary to elect a replacement manager. In the case of the removal of a manager under Section 6.01(b)(i), the same meeting that votes removal may also elect a replacement manager. Once elected, the replacement manager will have all of the powers and duties of the initial managers.

## **Section 6.02 Authority of the Managers**

Managers' Operational Authority. The managers have authority, in the name, and on behalf, of the Company to sign and deliver all contracts, agreements, leases, notes, mortgages and other documents and instruments which are necessary, appropriate or convenient for the conduct of the Company's business and the furtherance of its purposes. The signatures of both of the managers herein named is

required to bind the Company. This provision does not alter or waive any duty that a manager may have to the Company concerning a manager's exercise of management authority.

**Section 6.03 Nonliability of Managers for Acts or Omissions in Official Capacity**

The managers are released from liability for damages and other monetary relief to the full extent permitted by the laws of the State of Florida.

**Section 6.04 No Authority of Members**

Except as authorized by a manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

**ARTICLE VII**

**IDENTIFICATION OF MANAGERS**

The names and addresses of the managers of the Company are:

**MICHAEL HOLTON  
11469 BENSHOFF AVENUE  
BROOKSVILLE, FLORIDA 34601**

**RONALD J. MARTIN  
890 BEACH ROAD  
SANIBEL, FLORIDA 33957**

**ARTICLE VIII**

**CONTRIBUTIONS**

The member(s) in the aggregate have contributed to the Company \$1,000.00 in cash.

## **ARTICLE IX**

### **ADMISSION OF NEW MEMBERS**

The Company may admit new members only upon the unanimous written consent of all members as provided in the Company's operating agreement.

## **ARTICLE X**

### **DISSOLUTION**

#### **Section 10.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member**

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member  
Dissociation.

(i) To avoid dissolution under this Section 10.01(b), the Company must have at least one remaining member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

ARTICLE XI

DISTRIBUTIONS

Section 11.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed to by all of the members.

Section 11.02 Winding-Up Distributions

The Company may make winding-up distributions of property to its members as agreed by all of the members.

ARTICLE XII

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 28 day of May, 2001.

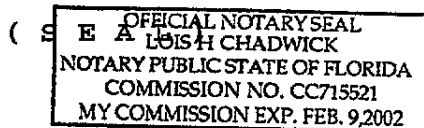
By:

Michael Holton  
MICHAEL HOLTON, Organizer

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me on this 28th day of May, 2001, by MICHAEL HOLTON, who is personally known to me (or has produced his Florida Driver's License No.

\_\_\_\_\_ as identification) and who did/did not take an oath.



Lois H Chadwick  
NOTARY PUBLIC  
Print Name - \_\_\_\_\_  
Commission Number - \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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

Pursuant to the provisions of Section 608.415 and 608.507, Florida Statutes, 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 **HM INVESTMENTS, LLC.**

2. The name and address of the registered agent and principal/registered office is:

Michael Holton  
11469 Benshoff Avenue  
Brooksville, Florida 34601

\* \* \* \*

**ACKNOWLEDGMENT AND ACCEPTANCE**

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

DATED this 28 day of May, 2001.



**MICHAEL HOLTON, Registered Agent**