



# L01000009418

ACCOUNT NO. : 072100000032

REFERENCE : 183953 152759A

AUTHORIZATION : *Patricia Pzyt*

COST LIMIT : \$ 155.00

ORDER DATE : June 13, 2001

ORDER TIME : 10:46 AM

ORDER NO. : 183953-005

CUSTOMER NO: 152759A

CUSTOMER: Lisa M. Schisler, Legal Asst  
John A. Nold, P.a.

800004417668--5

995 North Collier Boulevard

Marco Island, FL 34145

DOMESTIC FILING

NAME: PATHWAY OF FLORIDA, L.L.C.

EFFECTIVE DATE:

- \_\_\_\_\_ ARTICLES OF INCORPORATION
- \_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP
- XX \_\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX \_\_\_\_\_ CERTIFIED COPY
- \_\_\_\_\_ PLAIN STAMPED COPY
- \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

*LB*  
6-13-01

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2001 JUN 13 AM 11:13

TO AVOID DELAY  
SUFFICIENCY OF FILING

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUN 13 PM 12:11

APPROVED  
AND  
FILED

ARTICLES OF ORGANIZATION  
OF  
PATHWAY OF FLORIDA, L.L.C.

(a limited liability company)

APPROVED  
AND  
FILED  
01 JUN 13 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act (the "Act"), do sign, verify and deliver in duplicate to the Secretary of State of the State of Florida these Articles of Organization.

ARTICLE I  
Name

The name of the limited liability company (which is hereinafter referred to as the "Company") shall be: PATHWAY OF FLORIDA, L.L.C. (a limited liability company).

ARTICLE II  
Period of Duration

The Company shall exist for thirty (30) years from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless sooner dissolved according to law.

ARTICLE III  
Objects and Purposes

The nature of the business and the objects and purposes to be transacted, promoted or carried on, and for which the Company is organized, are as follows: (1) to purchase and sell investment real estate properties; and (2) to carry on any business or activity related to or in connection with the foregoing and to have and exercise all of the powers, rights and privileges which a limited liability company organized under the Act may have and exercise.

ARTICLE IV  
Registered Office and Agent

The original registered agent and registered office of the Company will be Stephen James Cormier, 85 South Seas Court, Marco Island, Florida 34145. The Company's principal place of business and mailing address in Florida is 85 South Seas Court, Marco Island, Florida 34145.

ARTICLE V  
Contributions

The total amount of initial cash contribution is \$10,000.00 and other property consisting of assets for the real estate property investment business with a net agreed value of \$0.00 with combined initial cash and property contribution of \$10,000.00.

ARTICLE VI  
Additional Contributions

Unless all Members agree in writing, no Member shall have any obligation to make any additional contributions to the Company.

ARTICLE VII  
Additional Members

The existing Members shall have the right to admit additional Members to the Company in accordance with the terms and conditions of the Company's Operating Agreement. Any Member who is subsequently admitted as a member of the Company shall have all of the rights and obligations of a Member under the Operating Agreement.

ARTICLE VIII  
Continuation of Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of an event which terminates the continued Membership of a Member in the Company, the remaining Members of the Company shall have the right to continue the business of the Company if they unanimously agree to continue the business of the Company. The remaining Members must agree within sixty (60) days from the date of such event whether or not to continue the business of the Company. In the event that the remaining Members fail to continue the business of the Company within such sixty (60) day period, the Company shall be dissolved and liquidated in accordance with the provisions of the Act.

ARTICLE X  
Operating Agreement and Authority

The manner in which the Company conducts its business and affairs, the duties and authority of its Managers, and the rights and obligations of its Members, to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial Members of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

01 JUN 13 PM 12:11  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XI  
In-Kind Distribution

A Member shall have such rights to demand and receive in-kind distributions as may be provided for in the Company's Operating Agreement.

ARTICLE XII  
Management

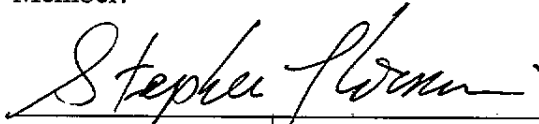
The business of the Company shall be conducted under the exclusive management of its Members who shall have exclusive authority to act for the Company in all matters. The Members may from time to time designate certain Members as Officers to act for the Company in certain matters as specified by the Operating Agreement. The names and addresses of the Members are as follows: Stephen James Cormier\*\* whose address is 85 South Seas Court, Marco Island, FL 34145, and Ronald MacLaren whose address is 1 Jefferson Drive, Londonderry, NH 03053. \*\*, Trustee of the Stephen J. Cormier Revocable Trust - 1994,

ARTICLE XII  
Transferability of Interests

No interest in the Company may be transferred except as specifically set forth in the Operating Agreement of the Company.

DATED this 8th day of June, 2001.

Member:



Stephen James Cormier, Trustee of the  
Stephen J. Cormier Revocable Trust - 1994

Member:

\_\_\_\_\_  
Ronald MacLaren

APPROVED  
AND  
FILED  
01 JUN 13 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 8<sup>th</sup> day of June, 2001, by Stephen James Cormier, who is  personally known to me or who has  produced \_\_\_\_\_ as identification and who  did  did not take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument is personally known to me. If the words "did not" are not marked, then the person executing this instrument did take an oath.

Lisa M. Schisler  
Notary Public  
LISA M. Schisler  
Notary Printed Name

My Commission Expires:



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

The foregoing instrument was sworn to and acknowledged before me this \_\_\_\_\_ day of June, 2001, by Ronald MacLaren, who is  personally known to me or who has  produced \_\_\_\_\_ as identification and who  did  did not take an oath. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument is personally known to me. If the words "did not" are not marked, then the person executing this instrument did take an oath.

\_\_\_\_\_  
Notary Public  
\_\_\_\_\_  
Notary Printed Name

My Commission Expires:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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W.  
\*\*Trustee of the Stephen J. Cormier Revocable Trust 1994,

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Transferability of Interests

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DATED this 8th day of June, 2001.

Member:

\_\_\_\_\_  
Stephen James Cormier

Member:

  
\_\_\_\_\_  
Ronald W. MacLaren

01 JUN 13 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECORDED  
AND  
FILED

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this \_\_\_\_\_ day of June, 2001, by Stephen James Cormier, who is  personally known to me or who has  produced \_\_\_\_\_ as identification and who  did  did not take an oath.

NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument is personally known to me. If the words "did not" are not marked, then the person executing this instrument did take an oath.

My Commission Expires:

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

\_\_\_\_\_  
Notary Printed Name

STATE OF New Hampshire  
COUNTY OF Rockingham

The foregoing instrument was sworn to and acknowledged before me this 8th day of June, 2001, by Ronald <sup>W</sup>Maclaren, who is  personally known to me or who has  produced \_\_\_\_\_ as identification and who  did  did not take an oath.

NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument is personally known to me. If the words "did not" are not marked, then the person executing this instrument did take an oath.

My Commission Expires:

*Nancy K. Prentice*

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

\_\_\_\_\_  
Nancy K. Prentice

\_\_\_\_\_  
Notary Printed Name

NANCY K. PRENTICE, Notary Public  
My Commission Expires October 18, 2005

APPROVED  
AND  
FILED  
01 JUN 13 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA