

# 000010537

ACCOUNT NO. :

072100000032

REFERENCE: 203815 81093A

**AUTHORIZATION:** 

COST LIMIT : \$ PPD

ORDER DATE: June 28, 2001

ORDER TIME: 12:52 PM

ORDER NO. : 203815-005

CUSTOMER NO: 81093A

CUSTOMER: Mr. Craig R. Hersch

Sheppard Brett Stewart &

Hersch, P.a.

2121 West First Street

P. O. Drawer 400 Ft. Myers, FL 33901

DOMESTIC FILING

NAME:

BANYAN TREE BOOKS & CAFE,

L.L.C.

EFFECTIVE DATE:

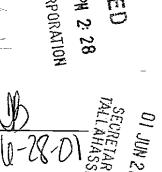
XX \_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carla E. Lohi - EXT. 1132

EXAMINER'S INITIALS:



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

## ARTICLES OF ORGANIZATION OF

## BANYAN TREE BOOKS & CAFE, L.L.C.

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

## ARTICLE I NAME AND PRINCIPAL OFFICE

The name of the Limited Liability Company shall be BANYAN TREE BOOKS & CAFE, L.L.C. ("Company"). The principal office of the Company shall be: 14330-B Harbour Links Court, Fort Myers, Florida 33908.

## ARTICLE II MAILING ADDRESS

The mailing address of the Company shall be: 14330-B Harbour Links Court, Fort Myers, Florida 33908.

## ARTICLE III DURATION

The Company shall commence its existence upon the filing of these Articles of Organization, and its existence shall be perpetual unless the Company is dissolved as provided in these Articles of Organization, the Regulations or the Operating Agreement.

## ARTICLE IV PURPOSES AND POWERS

The general purpose for which the Company is organized is to operate a bookstore and cafe. The Company shall also be authorized to transact any lawful business for which a Limited Liability Company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

## ARTICLE V REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: CARL E. PALERMO, JR., 14330-B Harbour Links Court, Fort Myers, Florida 33908.

APPROVE AND FILE

#### ARTICLE VI ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

### ARTICLE VII TERMINATION OF EXISTENCE

The Company shall continue until dissolved as provided in the Regulations and Operating Agreement.

#### ARTICLE VIII MANAGEMENT

The Company shall be a manager-managed company, and shall be managed by CARL E. PALERMO, JR., whose address is: 14330-B Harbour Links Court, Fort Myers, Florida 33908. The Operation Agreement adopted by the Company may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with Florida law or these Articles of Organization. The names and addresses of the members of the Company are:

<u>NAME</u>	ADDRESS	XXX D	
GRAPPA L.L.C.	c/o 14330-B Harbour Links Court Fort Myers, Florida 33908	UJUN 28 CRETAR) CAHASSI	
(BANYAN TREE BOOKS & CAFE, L.L.C	C. is a wholly owned subsidiary of GRAPPA	(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	35
Articles of Organization at Fort Myers,	ndersigned member has made and subscriptions and purple 2001.	bed=these poses this	i

GRAPA L.L.C.

Carl E. Palermo, Jr

#### STATE OF FLORIDA

#### COUNTY OF LEE

The foregoing ir	istrument was ack	mowledged before me this	$s = 26^{\circ}$ day of
TUNE	_, 2001 by CARL F	E. PALERMO, JR., who ( 💆	is personally known to
me or ( ) has produced	NIA	as identification.	_
		115 00%-	
		unig Rato	ee
(SEAL)		Notary Public	
Comm. Expires		CAAIG R +	tersch
Comm. No.		Printed Notary Signature	



Having been named as registered agent and to accept service of process for BANYAN TREE BOOKS & CAFE, L.L.C., at the place designated herein, 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. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.

Carl E Palermo Ir

Date: 6/24/0 / ASSEE, FLOR

CRAIG R. HERSCH
MY COMMISSION # CC 717652
EXPIRES: June 18, 2002
Bonded Thru Notary Public Underwriters