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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELLORS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

October 15, 2001

TELEPHONE
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TELECOPIER
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OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

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Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

RE: L.J. Gators, L.C.

W01-24291

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$133.75 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,

John M. Spottswood, Jr.
JOHN M. SPOTTSWOOD, JR.

W01/26

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 26 PM 12:41

JMSjr/rrg

Enclosures
Federal Express

JMS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 19, 2001

MS. ROBIN R. GEDMIN
SPOTTSWOOD, SPOTTSWOOD & SPOTTSWOOD
500 FLEMING STREET
KEY WEST, FL 33040

SUBJECT: L.J. GATORS, L.C.
Ref. Number: W01000024291

*10/25/01
Sent out Fed Expⁿ*

We have received your document for L.J. GATORS, L.C. and your check(s) totaling \$133.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Please be sure to include zip codes in all addresses. Please also note that Article IX lists a registered office address, but then lists another street address as part of the agent's personal name.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 801A00057920

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION OF L.J. GATORS, 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 **L.J. GATORS, L. C.**, and its principal office shall be located at 27205 U.S. Highway 1, Ramrod Key, County of Monroe, State of Florida, 33042; but, it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be the same as that set forth above.

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OFFICE
TALLAHASSEE, FLORIDA
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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 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 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.

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.

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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 majority vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

The company shall be managed by one (1) manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may

contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the person who shall serve as manager is as follows:

JOHN F. MYERS

742 East Clarke Avenue
York, Pennsylvania 17403

ARTICLE V

MEMBERSHIP RESTRICTIONS

No additional members shall be admitted to the company except with written majority consent of all the members of the company and on such terms and conditions as shall be determined by all the members, including but not limited to contributions required of the new members. A member's interest in the limited liability company may be sold or otherwise transferred, so long as the transferee has no right to participate in the management of the business and affairs of the company. The transferee may only participate in the management of the business and affairs of the company or become a member upon written majority consent by the other members of the company other than the member proposing to dispose of his or her interest.

In the event that one member desires to sell or otherwise transfer their interest, the offer shall be given initially to the other Partner and shall consist of an offer to sell all of the interest of the Partnership owned by the transferor, to which shall be attached a statement of intention to transfer, the name and address of such prospective transferee, and the terms of such transfer or encumbrance. Within thirty (30) days after the receipt of such offer, the other Partner may, at their option, elect to purchase all, but not less than all, of the interest of the Partnership owned by the transferor. If the offer to sell is not accepted by the other Partner, the transferor may make a bona fide transfer to the prospective transferee named in the statement attached to the offer, such transfer to be made only in strict accordance with the term therein stated. However, if the transferor shall fail to make such transfer within thirty (30) days following the expiration of the election period by the other Partner, such partnership interest shall again become subject to all of the restrictions of this Agreement, provided, however, that nothing contained herein shall be construed as releasing any interest in the Partnership from any restriction or requirements of law concerning transfer of such interest.

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 consent of the majority of remaining members.

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ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$200,000 cash shall be paid to the **limited liability company** by the two (2) members in equal shares. This entire amount shall be paid by Lanny Gardner initially, with repayment to be made by John Myers as agreed between the members. Additional contributions will be made as required for investment purposes, as determined by the majority 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 on any date which the majority of the members agree to.

(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.

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ARTICLE VIII

DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. 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 27205 US Highway 1, Ramrod Key, County of Monroe, State of Florida, 33042, and the name of the company's initial registered agent at that address is Lanny P. Gardner.

The undersigned, being the original members of the **limited liability company**, certify that this instrument constitutes the proposed **Articles of Organization** of **L.J. GATORS, L. C.**

Executed by the undersigned on this _____ day of October, 2001.

WITNESS:

Bruce N Hughes

MEMBER

Lanny P. Gardner
LANNY P. GARDNER

WITNESS:

John F. Myers

MEMBER

John F. Myers
JOHN F. MYERS

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