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ACCOUNT NO. : 072100000032

REFERENCE : 490264 7329616

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 125.00

ORDER DATE : March 22, 2002

ORDER TIME : 2:53 PM

ORDER NO. : 490264-005

CUSTOMER NO: 7329616

100005147281--8

CUSTOMER: Frederick Dahlmeier, Esq
Cromwell & Dahlmeier

760 U.s. Highway One
Suite 301
North Palm Beach, FL 33408

DOMESTIC FILING

NAME: 1031S ARE US, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
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2/23/25

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ARTICLES OF ORGANIZATION OF**1031s Are Us, L.L.C.****A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under Chapter 608.401 et. seq. 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I - NAME

The name of the limited liability company shall be 1031s Are Us, L.L.C, and its principal place of business shall be in the City of Lake Park, Palm Beach County, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 3555 Northlake Boulevard, Lake Park, FL, 33403, Palm Beach County, State of Florida. The mailing address of this limited liability company is: same.

ARTICLE III - DURATION

This limited liability company shall exist perpetually from the date of filing with the Department of State or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IV - MANAGEMENT

This limited liability company shall be managed by one person. The name and address of the person who shall serve as such manager until the first annual meeting of members or until a successor is elected and qualified is as follows: HENRY CROMWELL, 3555 Northlake Boulevard, Lake Park, FL, 33403, Palm Beach County, State of Florida.

ARTICLE V - MEMBERS

This limited liability company has one (1) member whose names and addresses are:

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HENRY CROMWELL
3555 Northlake Boulevard
Lake Park, FL 33403

ARTICLE VI - PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited company, 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 herein set forth 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 the 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 foregoing state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, 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 herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 herein set forth, 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.
7. 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.

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Nothing herein contained shall be deemed or construed as authorized 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE VII - CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Hundred Dollars (\$100.00) cash shall be paid to the limited liability company by the original member. Additional contributions may be made as required for investment purposes, as determined by unanimous consent of the members. Members will make such voluntary contributions pro-rata in proportion to each member's relative capital account.

ARTICLE VIII - PROFITS and LOSSES AND INDEMNIFICATION

(a) **Sharing Profits.** The member(s) shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to each member's relative capital account. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement date, or upon written approval of all members.

(b) **Losses and Indemnification.** All losses that occur in the operation of the limited liability company business shall be allocated among the members on the basis of each member's relative capital account. Provided however, such allocation of losses shall not in any manner confer any liability on such members whatsoever, it being the intention of these Articles to afford members of this limited liability company the most complete elimination of liability and the fullest rights to indemnification possible under the laws of the State of Florida including, but not limited to, §608.436 and §608.4363 Florida Statutes (1995) and these Articles shall be so construed.

ARTICLE IX - LIMITED LIABILITY COMPANY 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 member of this limited liability company as more fully set forth above in Article IV. This article may be amended from time-to-time in the regulations of the limited liability company.

ARTICLE X - INITIAL REGISTERED OFFICE & REGISTERED AGENT

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The address of the initial registered office of the limited liability company is 760 U.S. Highway One, Ste. 301, North Palm Beach, FL 33408, and the name of its initial registered agent at such address is FREDERICK M. DAHLMEIER.

ARTICLE XI - RESTRICTIONS ON MEMBERSHIP

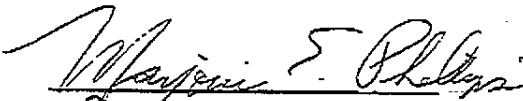
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent by all members.

Upon 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 upon unanimous consent of such remaining members.

The undersigned, being the Authorized Agent and Representative for the original member of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of 1031s Are Us, L.L.C

Executed by the undersigned at the City of North Palm Beach, County of Palm Beach, State of Florida, on March 22, 2002.





FREDERICK M. DAHLMEIER
Authorized Agent and
Representative for Original
Members

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ACKNOWLEDGMENTS FOR ARTICLES OF ORGANIZATION OF**1031s Are Us, L.L.C**

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd day of March, 2002 by FREDERICK M. DAHLMEIER, as Authorized Agent and Representative for the original member of 1031s Are Us, L.L.C, who is personally known to me and who did take an oath and who acknowledges and understands that the facts stated herein are stated under penalty of perjury.



Marjorie E. Phillips
Commission # 00321361
Expires May 14, 2003
Bonded Thru
Atlantic Bonding Co., Inc

Marjorie E. Phillips
Notary Public State of Florida
My Commission Expires: 5-14-03

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

Pursuant to the provisions of §608.415 and §608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below 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:

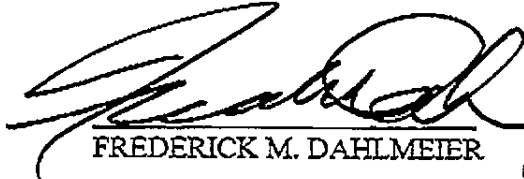
1031s Are Us, L.L.C

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

FREDERICK M. DAHLMEIER
760 U.S. Highway One, Ste. 301
North Palm Beach, FL 33408

This statement is to acknowledge that, as indicated above, 1031s Are Us, L.L.C has appointed FREDERICK M. DAHLMEIER, 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: 3/22/02


FREDERICK M. DAHLMEIER

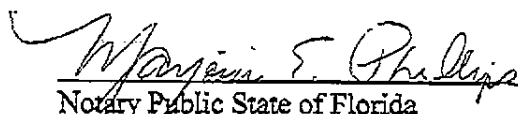
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The foregoing instrument was acknowledged before me this 22 day of march 2002 by FREDERICK M. DAHLMEIER, as Authorized Registered Agent on behalf of 1031s Are Us, L.L.C, a limited liability company, who is personally known to me.



Marjorie E. Phillips
Commission # 0021361
Expires May 14, 2003
Bonded Thru
Atlantic Bonding Co., Inc


Notary Public State of Florida
My Commission Expires: