

L 020000008211

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

JOHN M. SPOTTSWOOD, JR.  
WILLIAM B. SPOTTSWOOD

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

TELEPHONE  
305 - 294 - 9556  
TELECOPIER  
305-292-1982

March 29, 2002

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

RE: BOBBY THE BUILDER, L.L.C.

000005192290--4  
-04/04/02--01051--002  
\*\*\*\*\*155.00 \*\*\*\*\*155.00

Dear Sir:

L02 - 8211

Please find enclosed the Articles of Organization for the above-referenced limited liability company. I have also enclosed my check in the amount of \$155.00 as payment for the filing fees for the Articles of Organization, the registered agent and a certified copy of the documents. If I can be of any further assistance to you concerning this matter, please call me at the above number.

Thanking you for your assistance in this matter, I am

Sincerely,

*Erica N. Hughes*  
ERICA N. HUGHES

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 APR -4 AM 9:38

4/7

Sp

## ARTICLES OF ORGANIZATION OF BOBBY THE BUILDER, L.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 BOBBY THE BUILDER, L.L.C, and its principal office shall be located at 16762 East Pointe Drive, Sugarloaf 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.

### 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,

FILED  
STATE  
SECRETARY OF  
CORPORATIONS  
JAN 20 11  
AM 9:38

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.

### 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

Management of this Limited Liability Company is reserved to its member, whose name and address are as follows:

Robert Burke

16762 East Pointe Drive  
Sugarloaf Key, Florida 33040

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 APR - 4  
11:39 AM

## **ARTICLE V**

### **MEMBERSHIP RESTRICTIONS**

No additional members shall be admitted to the company except with written unanimous 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 not be sold or otherwise transferred except with the unanimous written consent of all members.

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 the unanimous consent of the remaining members.

## **ARTICLE VI**

### **CAPITAL CONTRIBUTIONS**

Capital contributions will be made as required for investment or other business purposes, as determined by unanimous consent of the members. Members will make contributions in shares to be determined by unanimous consent of the members.

02 APR - 4 1993 9:38  
RECEIVED  
DIVISION OF CORPORATIONS  
STATE

## **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. In the event a new member is admitted to the company, the members shall enter into a written agreement setting forth the division of profits and losses. The distributive share of the profits shall be determined and paid to the members by the unanimous consent of the members.
- (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.

## 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 500 Fleming Street, Key West, County of Monroe, State of Florida, 33040, and the name of the company's initial registered agent at that address is Erica N. Hughes, Esq..

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of BOBBY THE BUILDER, L.L.C.

Executed by the undersigned on this 28<sup>th</sup> day of March, 2002.

WITNESS:

Nancy Gallo  
NANCY GALLO

MEMBER

Robert Burke  
ROBERT BURKE

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

WITNESS:

Mark K. Annicelli  
MARK K. ANNICELLI

REGISTERED AGENT:

Erica N Hughes  
ERICA N. HUGHES

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 APR 16 AM 9:38