

# L02000016199



ACCOUNT NO. : 072100000032

REFERENCE : 640931 151289A

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 155.00

ORDER DATE : June 26, 2002

ORDER TIME : 12:13 PM

ORDER NO. : 640931-005

CUSTOMER NO: 151289A

CUSTOMER: Mr. Sean Biddiscombe  
Personal Communications Group,  
Inc.  
Suite 300  
2401 East Atlantic Boulevard  
Pompano Beach, FL 33062

RECEIVED  
02 JUN 26 PM 12:58  
DIVISION A. REGISTRATION

DOMESTIC FILING

NAME: BAHIA BEACH PARTNERS, LLC

400006046174--2

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: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name Availability	PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	
Document Examiner	<u>XX</u>	CERTIFIED COPY
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Acknowledgement	DCC	
W. P. Verifier	DCC	

6 pages  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 26, 2002

SUSIE KNIGHT  
CSC  
TALLAHASSEE, FL

SUBJECT: BAHIA BEACH PARTNERS, LLC  
Ref. Number: W02000018691

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for BAHIA BEACH PARTNERS, LLC and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being retained for the following:

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The signature of the organizer is not acceptable.

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) 245-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 802A00041027

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02 JUN 27 AM 8:40  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
TALLAHASSEE, FL 32314

**ARTICLES OF ORGANIZATION  
FOR  
BAHIA BEACH PARTNERS, LLC**

The Undersigned natural person of the age of eighteen years or more acting as the sole organizer of a limited liability company under the Florida Limited Liability Company Act (the "Act") hereby adopts the following Articles of Organization for **Bahia Beach Partners, LLC**, a Florida Company (hereinafter "BBP").

**ARTICLE I: NAME**

The name of the Company is **Bahia Beach Partners, LLC**.

**ARTICLE II: ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

Bahia Beach Partners, LLC  
2401 E. Atlantic Blvd. #300  
Pompano Beach, FL 33062

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**ARTICLE III:  
REGISTERED AGENT, REGISTERED OFFICE, SIGNATURE**

Sean Biddiscombe  
2401 E. Atlantic Blvd. #300  
Pompano Beach, FL 33062


*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this Certificate, I hereby accept 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 as provided for Chapter 608, F.S..*



(Signature of Registered Agent)

**ARTICLE IV: MANAGEMENT**

The Limited Liability Company is to be managed by Sean Biddiscombe and David Decker, and is, therefore, a managed limited liability company.

  
(Signature of a Managing Member)

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SEAN BIDDISCOMBE  
(Typed or Printed Name of Signee)

**ARTICLE V: MEMBERSHIP INTEREST****Section 5.01 Rights and Powers**

- A. Number of Membership Interest.** BBP shall have the authority to issue a maximum of one thousand (1,000) Units of participation of membership interest.

**Section 5.02 Rights of the Membership Interest.**

- A. Voting Rights and Powers.** On any matter, with respect to which holders of the Units of participation of outstanding membership interest are entitled to vote, each such member shall be entitled to cast one (1) vote in person or by proxy for each Unit of participation outstanding in his/her/its name.
- B. Other Rights.** Except as otherwise required by the Florida Limited Liability Company Act or as otherwise provided in this Articles of Organization, each Unit of the membership interests shall have identical powers, preferences and rights, including rights of liquidation.
- C. Issuance of the Membership Interests.** BBP may from time to time authorize the issuance of any or all Units of participation of the membership interest herein authorized in accordance with the terms and conditions set forth in the Articles of Organization for

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such purposes, in such amounts, to such persons, corporations, or entities, for such consideration, in one or more series, all as the company in its discretion may determine and without any vote or other action by the members, except as otherwise required by law.

#### **ARTICLE VI: ACTION BY CONSENT**

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of the members, may be taken without a meeting, without prior notice, and without a vote, if a consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum fifty one percent (51%) necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. A fifty one percent (51%) majority of the issued and outstanding Units at any point in time is required to carry out actions deemed necessary for the Company.

#### **ARTICLE VII: OFFICER INDEMNIFICATION**

An officer of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in officer's capacity as an officer, except that this Article VII does not eliminate or limit the liability of an officer to the extent the officer is found liable for (I) a breach of the officer's duty of loyalty to the Company or its members (II) an act or omission not in good faith that constitutes a breach of duty of the officer to the company or an act or omission that involves intentional misconduct or a knowing violation of the law (III) an act or omission for which the liability of an officer is expressly provided by an applicable statute. Any repeal or amendment of this Article VII by the members of the company shall be prospective only and shall not adversely affect any limitation on the liability of an officer of the company existing at the time of such repeal or amendments. In addition to the circumstances in which the officer of the company is not liable as set forth in the preceding sentences, the officer shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of an officer or of a director of a corporation.

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**ARTICLE VIII: AMENDMENT**

The Company reserves the right to amend, alter, change, add to or repeal any provision contained in this Articles of Organization in the manner now or hereafter prescribed by the Florida Limited Liability Company Act, and all rights conferred are granted subject to this reservation. A minimum of fifty one percent (51%) of the total Unit(s) authorized and outstanding is necessary for the Articles of Organization to be modified, altered, and/or changed from the original Articles of Organization for Bahia Beach Partners, LLC.

**ARTICLE IX: ORGANIZER**

The name of the Organizer of the Company is Sean Biddiscombe.

IN WITNESS WHEREOF, the Undersigned has executed the  
Articles of Organization on this 26<sup>th</sup> day of JUNE  
2002.

  
Sean Biddiscombe, Member

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