

LO2000019488

*Thomas G. Eckerty*  
ATTORNEY AT LAW  
12734 KENWOOD LANE, SUITE 89  
FORT MYERS, FLORIDA 33907-5638

941-936-8338  
FAX: 941-936-2988  
E-MAIL: tgelaw@peganet.com

(5)

July 30, 2002

1/31 FL LLC

VIA UPS NEXT DAY AIR

MJH

Department of State  
Division of Corporations  
409 E Gaines Street  
Tallahassee, Florida 32399

600006818606--7  
-07/31/02--01057--001  
\*\*\*\*125.00 \*\*\*\*125.00

RE: FOX-NEEL, LLC

Dear Sir or Madam:

Enclosed please find two (2) sets of original Articles of Organization for the above-referenced limited liability company. Please file the enclosed Articles, returning a file-stamped original to our office via regular US Mail. We have also enclosed our check in the amount of \$125.00, to cover the filing fees, as well as a self-addressed, stamped envelope for your use in returning the same to us.

If you should have any questions in regard to the enclosed, please contact our office upon your receipt hereof.

Very truly yours,

*Deborah K. Lewis*  
Deborah K. Lewis  
Assistant to Mr. Eckerty

Enclosures

FILED  
02 JUL 31 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF**

**FOX-NEEL, LLC**

**ARTICLE I  
Name and Address**

The name of the limited liability company shall be **FOX-NEEL, LLC**. The mailing and street address of the principal office of the limited liability company is: 3403-4 Hancock Bridge Parkway, North Fort Myers, Florida 33903.

**ARTICLE II  
Duration**

This limited liability company shall be perpetual.

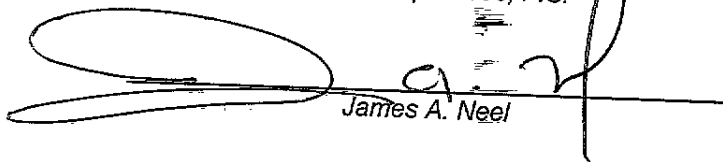
**ARTICLE III  
Purpose**

This limited liability company is created for the purpose of transacting the business of purchasing, selling and the leasing of real property, and such other business as may be agreed upon by the members.

**ARTICLE IV  
Designation of Registered Agent and Certificate of Acceptance**

The name and address of the Registered Agent and office of the limited liability company shall be James A. Neel, 3403-4 Hancock Bridge Parkway, North Fort Myers, Florida 33903.

*I, James A. Neel, 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, hereby accept the appointment as Registered Agent and agree to act in this capacity, 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 in Chapter 608, F.S.*

  
James A. Neel

FILED  
02 JUL 31 PM 4:25  
CLERK OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE V  
Contributions to Capital**

The initial capital of this limited liability company shall consist of the sum of One Hundred Sixty Thousand Dollars (\$160,000.00), in real property, which will be contributed by the members in the following amount:

James A. Neel	\$ 80,000.00
3403-4 Hancock Bridge Parkway	
North Fort Myers, Florida 33903	

Randy Fox  
808 Hillside Street  
Lehigh Acres, Florida 33931

\$ 80,000.00

No member shall be entitled to receive interest on his contribution to capital.

#### **ARTICLE VI Management**

Each member shall appoint a manager, which managers will act jointly as the co-managers for this limited liability company. The managers shall conduct the business of the limited liability company on behalf of the members, pursuant to specific agreements and conditions set forth in the Memorandum of Understanding and Intent, and in the regulations of the limited liability company, which are incorporated herein by reference. The managers shall be selected annually by the members, in accordance to said Memorandum of Understanding and Intent. The members may designate an operating manager or officer to oversee the day to day affairs of the limited liability company.

#### **ARTICLE VII Property**

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase, or otherwise, shall be held and owned, and conveyance shall be made in the name of this limited liability company.

#### **ARTICLE VIII Meeting of Members**

Annual meetings of the members shall be held without call or notice within thirty (30) days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called by any member at any time after the giving of thirty (30) days notice to the other members. Notice of special meetings shall be by an actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

#### **ARTICLE IX Transferability of Members' Interest**

Transferability of members' interests shall be governed by the provisions of Florida Statutes 608.432.

#### **ARTICLE X Profit and Loss**

Profits and losses generated by the business of this company shall be passed through to the members pursuant to the Memorandum of Understanding and Intent which is incorporated herein by reference.

#### **ARTICLE XI Additional Members**

The members shall have the right to admit additional members upon terms and conditions unanimously voted on and agreed upon.

**ARTICLE XII**  
**Withdrawal, Retirement, Death, Bankruptcy or Expulsion**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, the remaining member, or members, shall have the right to continue the business of this limited liability company, pursuant to the applicable provisions of the Memorandum of Understanding and Intent and the regulations.

**ARTICLE XIII**  
**Dissolution and Liquidation**

Dissolution and liquidation of this limited liability company shall be pursuant to Florida Statute 608.441-448, and the Memorandum of Understanding and Intent which is incorporated herein by reference; however, the remaining member or members shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event that terminates the continued membership of a member in the company.

**ARTICLE XIV**  
**Notice to Members**

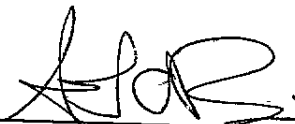
All notices to the members of this limited liability company, pursuant to these Articles, shall be deemed effective when given by personal delivery, or by certified mail, return receipt requested.

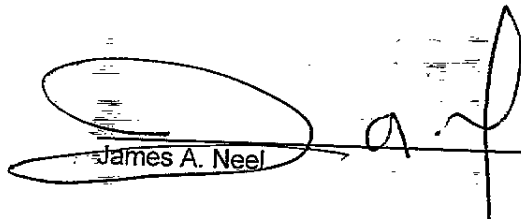
**ARTICLE XV**  
**Amendments**

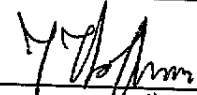
These Articles, except in respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and the amendment shall be filed, duly signed by all members of the company, with the State of Florida, Division of Corporations.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on this 26<sup>th</sup> day of July, 2002.

Attest:

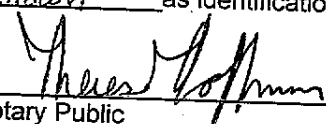
  
Print name: AARON J. J. BRIAN

  
James A. Neel

  
Print name: Theresa Hoffman

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of July, 2002, by James A. Neel, who produced personally known as identification, and who did/did not take an oath.

  
Notary Public  
Commission Expiration:  
Commission No.:



Theresa M Hoffman  
My Commission CC996180  
Expires January 23, 2005

Joseph Gilbert Jr  
Print name: Joseph Gilbert Jr


Randy Fox  
Randy Fox

Chad Rowley  
Print name: Chad Rowley

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of July, 2002, by Randy Fox, who produced personally known as identification, and who did/did not take an oath.

Theresa M Hoffman  
Notary Public  
Commission Expiration:  
Commission No.:

 Theresa M Hoffman  
My Commission CC996180  
Expires January 23, 2005