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# THE CRENSHAW LAW FIRM PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

KENNETH B. CRENSHAW, P.A.
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LITIGATION AND BUSINESS TRANSACTIONS
RICHARD BLOOMQUIST, OF COUNSEL
LITIGATION AND APPELLATE PRACTICE

December 13, 2002

WEST PALM BEACH, FLORIDA OFFICE: 3 3175 S. CONGRESS AVENUE, SUITE 30 PALM SPRINGS, FLORIDA 33461 TELEPHONE (561) 439-6100 FACSIMILE (561) 439-6102

Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

Subject: Articles of Organization of Coyle Bramhall Properties, L.L.C.

Gentlemen:

Enclosed is the Articles of Organization for Coyle Bramhall Properties, L.L.C. We have also enclosed our check in the amount \$155.00 for the filing fee (\$100.00), Reg. Agent Fee (\$25.00) and certified copy (\$30.00).

Thank you for your gracious and expeditious assistance in this matter.

Sincerely,

Kenneth B. Crenshaw

KBC:sgh Enclosures

### ARTICLES OF ORGANIZATION

#### **OF**

# COYLE-BRAMHALL PROPERTIES, L.L.C.

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act, and adopts the following Articles of Organization:

## ARTICLE I - NAME

The name of the limited liability company is:

#### COYLE-BRAMHALL PROPERTIES, L.L.C.

#### **ARTICLE II - DURATION**

The limited liability company shall have perpetual duration.

#### ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1014 Lewis Cove, Delray Beach, Florida 33483.

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Limited Liability Company are Doreen C. Bramhall, 1014 Lewis Cove, Delray Beach, Florida 33483.

#### ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

States W. Coyle, 1014 Lewis Cove, Delray Beach, Florida 33483 Doreen C. Bramhall, 1014 Lewis Cove, Delray Beach, Florida 33483 Peter I. Bramhall, 1014 Lewis Cove, Delray Beach, Florida 33483



#### ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members of the Company shall have the right to admit additional members by the unanimous vote of the members of the Company, and conditions of the admission of new members shall be governed by the Company's operating agreement.

#### ARTICLE VII - OPERATING AGREEMENT

admission. The members of the Company shall hereafter adopt an operating agreement setting forth all the terms, provisions, conditions and covenants by which the Company will be governed. The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company by unanimous written consent.

#### ARTICLE VIII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the company shall, in accordance with the terms and conditions contained in the Company's Operating Agreement, have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member of the company.

#### ARTICLE IX - INDEMNIFICATION

to the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company, or is or was serving at the request of the company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Company and, with respect to any criminal action or proceeding, has no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonable incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the Operating Agreement of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned Member of the Company this \( \frac{1}{3} \) day of December, 2002.

MEMBERS:

STATES W. COYLE

STATES W. COYLE

DOREEN C. BRAMHALL

TORES

DIL J. Brahlof

DIL J.

# ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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 the 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 in Chapter 608, F.S.

DOREEN C. BRAMHALL

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