

# L03000005054

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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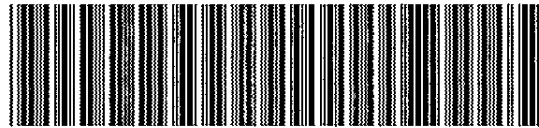
(Business Entity Name)

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L03-5054  
JR



ACCOUNT NO. : 072100000032

REFERENCE : 925076 81805A

AUTHORIZATION : *Patricia Myers*

COST LIMIT : \$ 125.00

ORDER DATE : February 10, 2003

ORDER TIME : 11:16 AM

ORDER NO. : 925076-005

CUSTOMER NO: 81805A

CUSTOMER: Ms. Deborah K. Lewis  
Thomas G. Eckerty, Attorney  
At Law  
Suite 89  
12734 Kenwood Lane  
Ft. Myers, FL 33907

DOMESTIC FILING

NAME: CPS HOLDINGS, LLC

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: \_\_\_\_\_

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CLERK OF COURT  
ALBANY, FLORIDA

**ARTICLES OF ORGANIZATION  
OF**

**CPS HOLDINGS, LLC**

**ARTICLE I  
Name and Address**

The name of the limited liability company shall be **CPS HOLDINGS, LLC**. The mailing and street address of the principal office of the limited liability company is: 12734 Kenwood Lane, Suite 93, Fort Myers, Florida 33907.

**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.

**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 Linda Haas, 12220 Flintlock Lane, Fort Myers, Florida 33912.

*I, Linda Haas, 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.*

  
Linda Haas

**ARTICLE V  
Contributions to Capital**

The initial capital of this limited liability company shall consist of the sum of One Thousand Dollars (\$1,000.00), in cash, which will be contributed by the members in the following amount:

Linda Haas	\$ 1,000.00
12220 Flintlock Lane	
Fort Myers, Florida 33912	

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

## **ARTICLE VI Management**

The member shall appoint a manager, which manager will manage this limited liability company. The manager shall conduct the business of the limited liability company on behalf of the member, pursuant to any specific agreements and conditions set forth in a Memorandum of Understanding and Intent, and in the regulations of the limited liability company, which are incorporated herein by reference. The manager shall be selected annually by the member, in accordance to the Memorandum of Understanding and Intent.

## **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 Annual Meeting**

An annual meeting 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 member. Special meetings may be called at any time without notice, however, in the event additional members are admitted in the future, members shall be given thirty (30) days notice prior such meetings. 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 member pursuant to the Memorandum of Understanding and Intent which is incorporated herein by reference.

## **ARTICLE XI Additional Members**

The member 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 members, of any, 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.

COFFIN & CO. CPAs  
1111 N. W. 11th St.  
Fort Lauderdale, FL 33304  
TEL: 313.888.1111  
FAX: 313.888.1111

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**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, if any, 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**

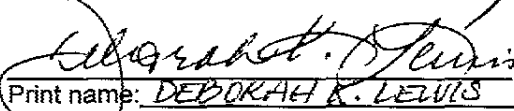
These Articles may be amended from time to time by unanimous consent of the members, and the amendment shall be filed, duly signed by all member(s) of the company, with the State of Florida, Division of Corporations.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on this 7<sup>th</sup> day of February, 2003.

Attest:

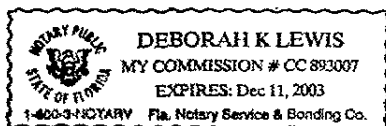
  
Print name: Thomas G. Schomdy


  
Linda Haas

  
Print name: DEBORAH K. LEWIS

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of February, 2003, by Linda Haas, who is personally known to me, and who did/did not take an oath.



  
Deborah K. Lewis, Notary Public  
Commission Expiration: 12/11/2003  
Commission No.: CC893007

03 FEB 19 PM 1:11  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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