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**LAW OFFICES OF
RONALD C. WHITE, P.A.**
5348 FIRST AVENUE NORTH
ST. PETERSBURG, FL 33710

RONALD C. WHITE
ATTORNEY AT LAW

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February 12, 2003

Florida Division of Corporations
Attention: Corporate Filing Department
409 East Gaines Street
Tallahassee, FL 32399

RE: BELLEAIR LIFESTYLE ESTATES, LLC

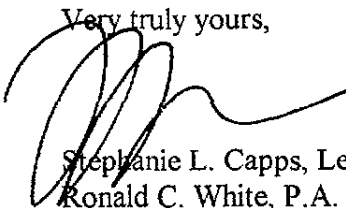
Dear Sirs:

Please find enclosed an original and one copy of the Articles of Organization of **BELLEAIR LIFESTYLE ESTATES, LLC** for **immediate filing**.

In addition, I have enclosed a check payable to the Secretary of State in the amount of **\$125.00** for the filing fee and registered agent's fee (\$100.00 filing fee and \$25.00 registered agent fee).

Thank you for your assistance with this matter.

Very truly yours,



Stephanie L. Capps, Legal Assistant
Ronald C. White, P.A.

SLC/alb
Enclosures

ARTICLES OF ORGANIZATION
OF
BELLEAIR LIFESTYLE ESTATES, LLC
a Florida Limited Liability Company

ARTICLE I
NAME

The name of this Limited Liability Company is

BELLEAIR LIFESTYLE ESTATES, LLC, (the "Company").

ARTICLE II
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is 628 Pineland Avenue, Belleair, Florida 33756.

ARTICLE IV
DURATION

The period of duration of the Company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company on 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, upon a meeting and unanimous vote within sixty days of said event(s) to continue said business.

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TALLAHASSEE, FLORIDA

**ARTICLE V
MANAGEMENT - MANAGER MANAGED**

The Limited Liability Company is to be managed by one manager or more managers and is therefore a manager-managed company. The initial Manager of this company is **ETHAN ESTATES INVESTMENTS, INC.**, whose business address is **628 Pineland Avenue, Bellair, Florida 33756**.

**ARTICLE VI
MEMBERS**

The names and addresses of the initial members are as follows:

JOCHEN D. KNEWITZ,
628 Pineland Avenue
Belleair, Florida 33756

GERD WEBER
310 Overbrook Drive
Belleair, Florida 33756

**ARTICLE VII
MEMBER VOTING**

A. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

B. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

**ARTICLE VIII
ADOPTION OF REGULATIONS**

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

**ARTICLE IX
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by the members, in conformity with the Regulations permitting said amendment, at any annual or special meeting.

**ARTICLE X
INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 628 Pineland Avenue, Belleair, Florida 33756. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Jochen D. Knewitz. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 12th day of February, 2003.


JOCHEN D. KNEWITZ

ACCEPTANCE OF 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..


JOCHEN B. KNEWITZ