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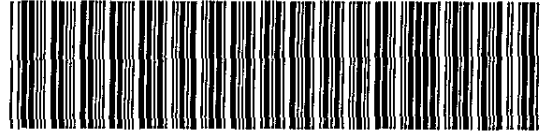
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February 24, 2003

Reply To: Boca Raton

File No.: KAPM4-0003

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□ Board Certified Estate Planning
and Probate Lawyer
○ Board Certified Real Estate Lawyer

‡ Member of D.C. Bar
X Member of N.Y. Bar
¶ Member of Ohio Bar

VIA FEDERAL EXPRESS

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

Re: Articles of Organization/Club #1, LLC

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization of the referenced limited liability company and a check in the amount of \$130.00 representing the filing fee, registered agent designation fee and the cost for obtaining a certificate of status. Please forward evidence of filing to the undersigned using the enclosed self-addressed, prepaid envelope.

Very truly yours,


William S. Kramer

WSK/jkw

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Enclosures

cc: Club #1, LLC

ARTICLES OF ORGANIZATION
OF
CLUB #1, LLC

The undersigned initial members of CLUB #1, LLC, a Florida limited liability company formed hereunder (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

CLUB #1, LLC

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

CLUB #1, LLC
c/o Morris Kaplan
433 River Road
Hydeland Park, NJ 08904

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of this Company is:

CLUB #1, LLC
c/o Morris Kaplan
433 River Road
Hydeland Park, NJ 08904

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The name and the street address of the registered agent of this Company in the State of Florida shall be:

William S. Kramer
c/o Abrams Anton P.A.
2255 Glades Road, Suite 411-E
Boca Raton, FL 33431

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03 FEB 25 AM 10:16
TALLAHASSEE FLORIDA

ARTICLE V. DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed, effective January 1, 1999, and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of its members or pursuant to Article IX of these Articles of Organization.

ARTICLE VI. MANAGEMENT

The Company is to be managed by its managing members. The names and addresses of the initial managing member(s) are set forth below. The initial managing member(s) shall serve as manager until the first annual meeting of members or until their successors are elected and qualify.

Morris Kaplan
433 River Road
Hydeland Park, NJ 08904

ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the members holding a majority in interest of membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as

established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations, if any, and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the membership interests sought to be transferred of the member seeking to transfer all or part of his interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the operating agreement, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the operating agreement of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

**ARTICLE IX. RIGHT TO CONTINUE BUSINESS/
DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the regulations, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be dissolved unless the members elect to continue the Company, either upon the affirmative vote of a majority in interest of the members of the Company, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

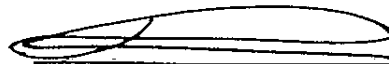
Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

ARTICLE XII. REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 1st day of February, 2003.

INITIAL MEMBERS:



MORRIS KAPLAN

THE SHELDON LIVING TRUST

By: 

ROD SHELDON, TRUSTEE

By: 

WENDY SHELDON, TRUSTEE

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

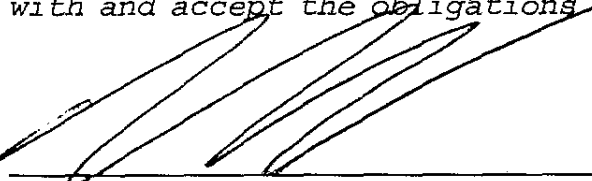
1. The name of the limited liability company is:

CLUB #1, LLC

2. The name and address of the registered agent and office is:

William S. Kramer
c/o Abrams Anton P.A.
2255 Glades Road, Suite 411-E
Boca Raton, FL 33431

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.



William S. Kramer

Date: 2/20, 2003.