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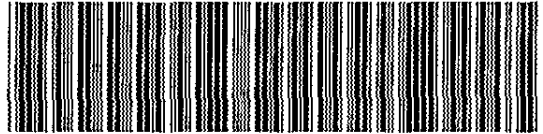
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 975619 91189A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 20, 2003

ORDER TIME : 11:38 AM

ORDER NO. : 975619-005

CUSTOMER NO: 91189A

CUSTOMER: Thomas F. Kiesel, Esq  
Thomas F. Kiesel, Esq Kiesel,  
Hughes & Johnston  
2121 McGregor Boulevard

Fort Myers, FL 33901

DOMESTIC FILING

NAME: MARLIN DEVELOPMENT, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

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

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
MARLIN DEVELOPMENT, LLC  
(a Limited Liability Company)**

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608.401, et seq., Florida Statutes (the "Act"), do sign, acknowledge and deliver in duplicate to the Secretary, Florida Department of State, these Articles of Organization.

**ARTICLE I  
Name**

The name of the limited liability company (hereinafter referred to as the "Company") shall be MARLIN DEVELOPMENT, LLC.

**ARTICLE II  
Period of Duration**

The Company shall exist for thirty (30) years from the date of filing these Articles of Organization with the Secretary of State of the State of Florida, unless sooner dissolved according to law.

**ARTICLE III  
Registered Office and Agent**

The mailing address and street address of the principal office of the Company is: 944 Country Club Blvd., Suite 6, Cape Coral, FL 33990.

The Company's initial registered agent will be Osmany Hernandez.

The Company's initial registered office address, together with its principal place of business in Florida is: 944 Country Club Blvd., Suite 6, Cape Coral, FL 33990.

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#### **ARTICLE IV Contributions**

The initial amount of capital contributions (including cash and a description of the agreed value of the property) is \$ 600.00 cash, which will be contributed by the members.

#### **ARTICLE V Additional Contributions**

Unless all members agree in writing, no present or future member shall have any obligation to make any additional contributions to the Company above their written agreed upon contribution to the capital of the Company.

#### **ARTICLE VI New Members and Transfer of Membership**

A majority vote of the members of the Company may admit additional members. No interest in the Company may be transferred or sold, except by unanimous consent of all members.

#### **ARTICLE VII Death, Retirement or Resignation of Member**

The withdrawal of a member by sale or transfer of his interest in the Company, death, retirement or resignation shall constitute a dissolution of the Company.

#### **ARTICLE VIII Management**

The Company will be managed by a board of managers, consisting of not less than one nor more than three managers, as may be agreed upon by the members and managers, as is established in the operating agreement and regulations unanimously adopted by the members. The names and addresses of the original manager or managers of the Company are as follows:

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Jack Frisina  
4311 SW 19th Place  
Cape Coral, FL 33914

Israel Delgado  
5325 SW 16th Place  
Cape Coral, FL 33914

Osmany Hernandez  
1008 SW 34th Terrace  
Cape Coral, FL 33914

These managers will serve until the first annual meeting of members, or until their successors are elected and qualify.

The above-named managers are also members of this Company.

#### **ARTICLE IX Indemnification and Liability**

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act of omission in the manager's capacity as a manager, except that this Article IX does not eliminate or limit the liability of a manager to the extent that the manager is found liable for (i) a breach of the manager's duty of loyalty to the Company or its members; (ii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's office; or (iv) an act or omission for which the liability of the manager is expressly provided by an applicable statute. Any repeal or amendment of this Article IX by the members of the Company shall be prospective only and should not adversely affect any limitation on the liability of a manager of the Company existing at the time of such repeal or amendment. In addition to the circumstances in which the manager of the Company is not liable as set forth in the preceding sentences, the manager shall not be liable to the fullest extent permitted by any provision of the statutes of Florida hereafter enacted that further limits the liability of a manager or of a director of a corporation.

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**ARTICLE X**  
**Actions of Members**

Any action required by the Act or the Florida Business Corporation Act to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, of a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

**ARTICLE XI**  
**Preemptive Right**

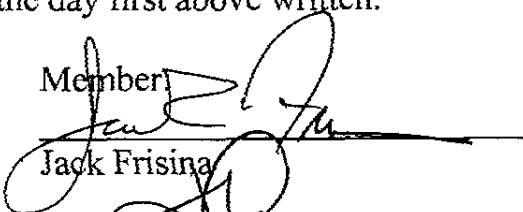
No member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.

**ARTICLE XII**  
**Effective Date**

The effective date of the Company shall be March 19, 2003, the date of execution, or upon filing with the Department of State, if the date of execution is more than five (5) business days prior to filing with the Department of State.

IN WITNESS WHEREOF, the parties have entered into, executed and made these Articles of Organization as of the day first above written.

Member

  
\_\_\_\_\_  
Jack Frisina

  
\_\_\_\_\_  
Israel Delgado

  
\_\_\_\_\_  
Osmany Hernandez

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

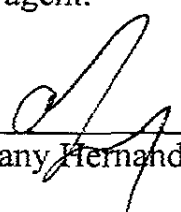
1. The name of the Limited Liability Company is:

**MARLIN DEVELOPMENT, LLC**

2. The name and the Florida street address of the registered agent and office are:

Osmany Hernandez  
944 Country Club Blvd.  
Cape Coral, FL 33990

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.

  
\_\_\_\_\_  
Osmany Hernandez

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