

LO3 000013493

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

(Business Entity Name)

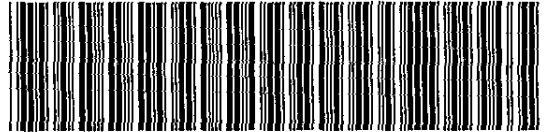
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RECEIVED  
03 APR 15 AM 10:56  
DIVISION OF CORPORATION

FILED  
03 APR 15 PM 12:02  
TALLAHASSEE, FLORIDA

LO3-1349  
gk

## ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/ST/Zip

850-222-2785

Phone #

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1- A.D.G.N. OF NAPLES, L.L.C.
- 2-
- 3-
- 4-

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

TALLAHASSEE, FLORIDA

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Examiner's Initials

**ARTICLES OF ORGANIZATION**

**OF**

**A.D.G.N. OF NAPLES, L.L.C.**

THE UNDERSIGNED hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") shall be **A.D.G.N. OF NAPLES, L.L.C.**

**ARTICLE II  
ADDRESS**

The mailing and street address of the Company's principal office is:

4041 Gulfshore Boulevard North  
Unit 206  
Naples, Florida 34103

**ARTICLE III  
PURPOSES**

The general nature of the business or businesses to be transacted and which the company is authorized to transact shall be as follows:

- A. To engage in any activity or business authorized under the Florida Statutes.

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CLERK OF CIRCUIT  
JAIL HASSEE, FLORIDA

- B. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the state of Florida, and to do any and all things herein set forth to the same extend as a natural person might or could do.

#### **ARTICLE IV DURATION**

The duration for the Company is perpetual

#### **ARTICLE V REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Florida is MICHAEL J. VOLPE and the address of the Company's registered agent in Florida is c/o Robins, Kaplan, Miller & Ciresi LLP, 711 Fifth Avenue South, Suite 201, Naples, Florida 34102.

#### **ARTICLE VI MANAGEMENT**

The Company is to be managed by the members. Each managing member is identified as follows: **MAGDI GAID and NAHED GAID**, 85 Gerald Street, Toronto, Canada M2L 2M9 and **MOHSEN F. ASSAAD and DALAL M. ASAAD**, 114 Forest Heights Boulevard, Willowdale, Ontario, Canada M2L 2K8.

#### **ARTICLE VII ADMISSION OF NEW MEMBERS**

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of the contribution by new members at the time the new members are admitted.

#### **ARTICLE VIII CONTINUATION OF BUSINESS OPERATIONS**

The Company may continue its business operations 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 in a limited liability Company only upon the unanimous approval of the remaining members.

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLE IX  
TRANSFERABILITY OF MEMBER'S INTEREST**

A Member's interest in the Company may only be transferred or assigned if all of the Members of the Company, other than the Member proposing to dispose of Member's interest approves of the proposed transfer or assignment by unanimous written consent. If all of the Members of the Company, other than the Member proposing to dispose of the Member's interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the Member's interest has no right to participate in the management of the business and affairs of the Company or to become a Member. The transferee is only entitled to receive the share of profits or other compensation by way of income and return of contributions to which that Member would otherwise be entitled.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization  
this 4<sup>th</sup> day of April, 2003.

  
MAGDI GAÏD

  
NAHED GAÏD

  
MOHSEN F. ASSAAD

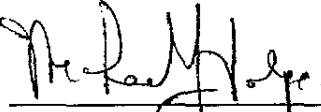
  
DALAL M. ASSAAD

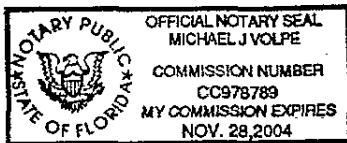
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 4<sup>th</sup> day of April, 2003 by **MAGDI GAID and NAHED GAID**, who are (personally known to me) or have produced (driver's license/picture identification) and who (did/did not) take an oath.

My Commission Expires:

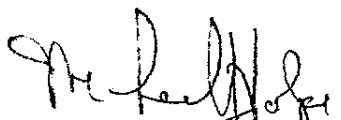
  
\_\_\_\_\_  
NOTARY PUBLIC (SEAL)  
Michael J. Volpe  
\_\_\_\_\_  
Typed or printed name

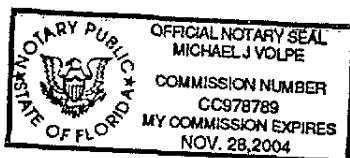


STATE OF FLORIDA  
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 4<sup>th</sup> day of April, 2003 by **MOHSEN F. ASSAAD and DALAL M. ASSAAD**, who are (personally known to me) or have produced (driver's license/picture identification) and who (did/did not) take an oath.

My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC (SEAL)  
Michael J. Volpe  
\_\_\_\_\_  
Typed or printed name



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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated limited liability company, at the place designated in Article V of these Articles of Organization, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 4<sup>th</sup> day of April, 2003.

  
\_\_\_\_\_  
**MICHAEL J. VOLPE**

This instrument prepared by:  
**MICHAEL J. VOLPE, ESQUIRE**  
**ROBINS, KAPLAN, MILLER & CIRESI LLP**  
711 Fifth Avenue South, Suite 201  
Naples, Florida 34102

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