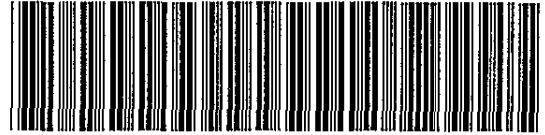


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Attorney At Law
TALLAHASSEE, FLORIDA

John N. Brugger
**Also Admitted in Michigan*

John F. Forsyth
1921-2000

600 Fifth Avenue South; Suite 207
Naples, FL 34102
Phone: (239) 263-6000
Fax: (239) 263-6757
e-mail: forbrug@yahoo.com

June 25, 2003

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: HCPT, L.L.C.

Dear Sir/Madame:

Enclosed please find original Articles of Organization of HCPT, L.L.C., along with our firm check in the amount of \$125.00, which represents your filing fees.

Should you have any questions, please do not hesitate to call.

Sincerely yours,

FORSYTH & BRUGGER, P.A.



Susan A. Stokes
Legal Assistant

/s/
Enclosures

**ARTICLES OF ORGANIZATION
OF
HCPT CHEECA, L.L.C.
(A Limited Liability Company)**

FILED
03 JUN 30 PM 2: 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization:

ARTICLE I

The name of the limited liability company is HCPT CHEECA, L.L.C.

ARTICLE II

The period of duration of the limited liability company shall commence on the date of filing of these Articles of Organization with the Florida Secretary of State unless dissolved in accordance with applicable law or pursuant to the rights of members as granted in the Operating Agreement of the company.

ARTICLE III

The limited liability company is organized for profit and the nature of its business purpose is to enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm association or corporation, municipality, county, parish, territory, government or other municipal or governmental subdivision; to engage in any other lawful act or activity for which limited liability companies may be organized under the laws of the State of Florida; to have and to exercise all the powers conferred by the laws of Florida upon limited liability companies formed under the laws pursuant to and under which this company is formed, as such laws are now in effect or may at any time hereafter be amended.

ARTICLE IV

The street address and mailing address and county of the principal office of the Company is 501 Goodlette Road North, Suite D 100, Naples, Collier County, Florida 34102. The address and county of the registered office of the limited liability company in the State of Florida is at 600 Fifth Avenue South, Suite 207, Naples, Collier County, Florida 34012, and the name of its initial resident agent at the address is John N. Brugger.

ARTICLE V

FILED

The business of the company shall be managed by Herbert C. Pohlmann, Jr., Trustee, as Manager who shall have the power to make, alter and repeal the Operating Agreement of the company in the manner provided therein. In the event any principal is not a natural person, then such principal may designate one or more individuals to represent such principal in the management of the company.

ARTICLE VI

The initial principals and their addresses are:

Herbert C. Pohlmann, Jr., as Trustee of the Herbert C. Pohlmann, Jr. Declaration of Trust UAD June 15, 1990, as amended and restated.
501 Goodlette Road North
Suite D 100
Naples, FL 34102

ARTICLE VII

The principal shall not be subject to the payment of company debts to any extent whatsoever.

ARTICLE VIII

No other personal or entities may be admitted as a principal of the company without the prior written consent of all principals then existing. No principal may assign, convey or transfer principalship in the company without the prior written consent of each other principal, except as may be provided in the Operating Agreement.

ARTICLE IX

Upon the death, retirement, resignation, expulsion, bankruptcy or other event causing termination of a principal's interest in the company, the company shall be dissolved as provided under the laws of the State of Florida; unless the principals elect to continue the company in accordance with the terms of the Operating Agreement.

ARTICLE X

For federal and state income tax purposes the company intends and elects to be classified as a sole proprietorship unless and until additional principals are admitted, at which time the company shall be classified as a partnership.

ARTICLE XI.

FILED

As used herein the term "Majority in Interest" shall mean any group of the principals (excluding any principal who at such time is deemed to be in default in the Operating Agreement) holding an aggregate of more than 50% of the Percentage Interests (as defined in the Operating Agreement) (excluding the entire Percentage interest of any principal who at such time is deemed to be in default of the Operating Agreement) as determined at the time such Majority in Interest provisions provision applies.

IN WITNESS WHEREOF, Herbert C. Pohlmann, Jr., as Trustee, has executed this instrument this 24 day of June, 2003.

Herbert C. Pohlmann, Jr. Trustee
HERBERT C. POHLMANN, JR.,
as Trustee of the Herbert C. Pohlmann,
Jr. Declaration of Trust UAD June 15,
1990, as amended and restated

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF COLLIER

BE IT REMEMBERED, that on this 24 day of June, 2003, before me, the undersigned, a Notary Public in and for the county and state aforesaid, came Herbert C. Pohlmann, Jr., Trustee, who is personally known to me and who executed the foregoing instrument in writing, and such person duly acknowledged the execution of the same.

Susan A. Stokes
Notary Public

My Commission expires:

