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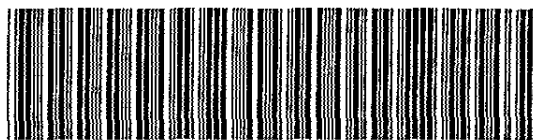
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LAW OFFICES
CARL G. SANTANGELO
PROFESSIONAL ASSOCIATION
3000 NORTH FEDERAL HIGHWAY
BUILDING TWO, SUITE 200
FORT LAUDERDALE, FLORIDA 33306
TELEPHONE (954) 561-3040
FACSIMILE (954) 563-2546

OF COUNSEL
MARK BONACQUISTI

July 3, 2003

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: **HL HOLDINGS, LC**

Dear Sir or Madam:

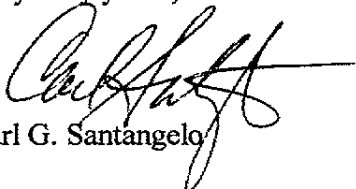
Enclosed please find an original and one copy of the Articles of Organization, Affidavit of Membership and Contributions and Certificate of Designation of Registered Agent for the captioned limited liability company. Also enclosed please find our firm's check in the amount of \$130.00 representing the following:

Filing fees	\$100.00
Certificate of Status	5.00
Registered Agent Designation	<u>25.00</u>
	\$130.00

Once the Articles have been filed, please forward a copy to our office in the self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation. Should you have any questions regarding the enclosed, please do not hesitate to contact me.

Very truly yours,


Carl G. Santangelo

CGS:ms
enc.

cc: Joseph "Rick" Landrum, Esq.
Mr. Isaac I. Bruce

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**ARTICLES OF ORGANIZATION
OF
HL HOLDINGS, LC**

The undersigned, for the purpose of forming a limited liability company, in accordance with Section 608.407, Florida Statutes, does hereby adopt the following Articles of Organization.

ARTICLE I: NAME

The name of the limited liability company is: HL HOLDINGS, LC

ARTICLE II: PRINCIPAL OFFICE

The principal office of the company and the mailing address of the principal office of the company is: 3000 North Federal Highway, Building 2, Suite 200, Fort Lauderdale, Florida 33306.

ARTICLE III: DURATION

The duration of the limited liability company is perpetual. The date and time of the commencement of limited liability company's existence is when the Articles of Organization are received in the office of the Secretary of State.

ARTICLE IV: REGISTERED AGENT

The street address of the initial registered office of the corporation shall be: 3000 North Federal Highway, Building 2, Suite 200, Fort Lauderdale, Florida 33306, and the name of the initial registered agent of the corporation at that address is Carl G. Santangelo.

ARTICLE V: ADDITIONAL MEMBERS

The admission of any additional member of the Limited Liability Company shall be permitted only if each member consents, in writing, to the admission of the additional member.

ARTICLE VI: MANAGEMENT RESERVED TO MEMBERS

The Limited Liability Company is to be managed by the members and the names and addresses of the members are:

Isaac I. Bruce
c/o Carl G. Santangelo, P.A.
3000 North Federal Highway
Building 2, Suite 200
Fort Lauderdale, Florida 33306

Carl G. Santangelo
c/o Carl G. Santangelo, P.A.
3000 North Federal Highway
Building 2, Suite 200
Fort Lauderdale, Florida 33306

ARTICLE VII: DISSOLUTION

I. Dissolution Upon the Occurrence of Specified Events: The Company shall be dissolved and liquidated upon the occurrence of any of the following events:

- a. The retirement, death, insanity, dissolution or withdrawal of all of the Managing Members;
- b. The filing of an involuntary Petition in bankruptcy against all of the Managing Members if such petitions are not dismissed within ninety (90) days of the date of filing;
- c. (Intentionally omitted);
- d. The disposition of all Company properties;
- e. Any affirmative vote of all the members and all of the Managing Members to terminate the Company;
- f. Any other event that would cause a dissolution under the Florida Limited Company law;
- g. In the event of a dissolution caused by an occurrence specified in (a) or (b) above, against some but not all of the Managing Members, the Company shall continue. In the event of a dissolution caused by an occurrence specified in (a) or (b) above against all of the Managing Members, if counsel (which is acceptable to a majority in interest of the Members) shall have delivered to the Company an opinion, in substance satisfactory to such Members, that neither the grant nor the exercise of the powers of the Members by consenting to continue the Company and elect a new Managing Member will adversely affect (i) the limited liability status of a Member, or (ii) the tax status of the Company, then upon an affirmative vote of the majority in interest of Members such business shall be continued and a new Managing Member elected, conditioned on the new Managing Member

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accepting all responsibilities and releasing the departing Managing Members from all liabilities, in form satisfactory to those persons.

- h. The retirement, death, insanity, disability, bankruptcy, dissolution or liquidation of a Member shall not dissolve the Company, nor shall the transfer of a Limited Company interest dissolve the Company.
- i. Dissolution shall be effective on the day in which the event occurs giving rise to the dissolution, but the Company shall not terminate until the assets have been distributed.
- j. The winding up of Company affairs and liquidation and distribution of its assets shall be conducted exclusively by the Managing Members or, in the event the Managing Members are unable or unwilling to act, by a trustee named by them prior to such event. The Managing Members or the trustee are hereby authorized to do any and all acts and things authorized by law to effect such dissolution, liquidation and distribution of the assets of the Company.
- k. Except for prior amendment to this section, no act by the Company or its members can avoid that dissolution.

II. Dissolution and Dissolution Avoidance Following the Dissociation of a Member.

- a. Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.
- b. Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section, the Company must have at least two remaining members. If a dissociation leaves the Company with only one remaining member, that member may admit an additional member.

(ii) In addition to any means for avoiding a dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within ninety (90) days of the dissociation, consent to avoid dissolution is obtained from [all] [a majority in interest] [specified percentage] of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 3rd day of July, 2003.

[Signature]
Witness
Fran S Jones
Witness

Isaac I Bruce by: Carl Santangelo
Isaac I. Bruce ATTORNEY IN FACT

[Signature]
Witness
Fran S Jones
Witness

[Signature]
Carl G. Santangelo

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STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing was acknowledged before me this 3rd day of July, 2003 by Carl G. Santangelo, as attorney-in-fact for Isaac I. Bruce, who is personally known to me and who did not take an oath.

SWORN TO AND SUBSCRIBED before me this 3rd day of July, 2003.

[Signature]
NOTARY PUBLIC

My commission expires:

STATE OF FLORIDA)
COUNTY OF BROWARD)



Fran S. Jones
MY COMMISSION # DD180435 EXPIRES
January 27, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

The foregoing was acknowledged before me this 3rd day of July, 2003 by Carl G. Santangelo, who is personally known to me and who did not take an oath.

SWORN TO AND SUBSCRIBED before me this 3rd day of July, 2003.

[Signature]
NOTARY PUBLIC

My commission expires:



Fran S. Jones
MY COMMISSION # DD180435 EXPIRES
January 27, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: **HL HOLDINGS, LC**
2. The name and address of the registered agent and office is:

**CARL G. SANTANGELO
3000 N. Federal Highway
Building 2, Suite 200
Fort Lauderdale, Florida 33306**

Having been named as registered agent and to accept service 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.


Carl G. Santangelo

Dated: July 3, 2003.

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