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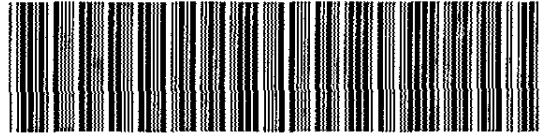
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ALLAHASSEE, FLORIDA

J. BRYAN AUG 14 2003

# Rhodes, Tucker & Garretson

*Attorneys At Law*

SUNTRUST CENTER • SUITE 204  
950 N. COLLIER BLVD.  
MARCO ISLAND, FLORIDA 34145

REPLY TO: P.O. BOX 887, MARCO ISLAND, FLORIDA 34146

DONALD W. RHODES  
E. GLENN TUCKER\*  
BRENDA C. GARRETSON\*\*  
\*Also Admitted in Illinois  
\*\*Retired County Judge

PHONE: 239-394-5151  
FAX: 239-394-5807  
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July 22, 2003

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: MARCO ISLAND PROPERTIES, L.C.

Dear Ladies and Gentlemen:

Enclosed for filing in duplicate are Articles of Organization of Marco Island Properties, L.C. We would appreciate your providing us with a **certified copy** of the Articles. A check payable to Florida Department of State in the amount of \$337.50 is enclosed to cover the filing fees and fee for the certified copy.

If you have any questions concerning this filing, please contact me or my legal assistant, Cynthia Cabo Sellers.

Thank you for your assistance in this matter.

Sincerely,



E. Glenn Tucker  
EGT:ccs

Enclosures

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TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

W03-21352  
J. BRYAN JUL 29 2003



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 29, 2003

E. GLENN TUCKER  
RHODES, TUCKER & GARRETSON  
PO BOX 887  
MARCO ISLAND, FL 34146

SUBJECT: MARCO ISLAND PROPERTIES, L.C.  
Ref. Number: W03000021352

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for MARCO ISLAND PROPERTIES, L.C. and check(s) totaling \$337.50. However, the document has not been filed and is being retained in this office for the following reason(s):

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 203A00043771

August 4, 2003

Enclosed is our check in the amount of \$155.00 representing the filing fee, registered agent designation fee and the fee for one certified copy.

Please process pursuant to our original request.

Thank You.

Rhodes, Tucker & Garretson

ARTICLES OF ORGANIZATION  
OF  
MARCO ISLAND PROPERTIES, L.C.

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2003 AUG 11 PM 4:11  
MARCO ISLAND PROPERTIES, L.C.  
TALLAHASSEE, FLORIDA

The undersigned 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 serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MARCO ISLAND PROPERTIES, L. C., and its principal office shall be located at 1165 Lamplighter Court in the City of Marco Island, County of Collier, State of Florida, (34145) but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. 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 set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state,

government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

#### ARTICLE IV. MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until a successor is elected and qualified is as follows: Roy E. Erickson, 1165 Lamplighter Court, Marco Island, Florida 34145.

#### ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of a majority interest as represented by capital contribution of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

#### ARTICLE VII. PROFITS AND LOSSES

(a) Profit Sharing . The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits represented by the capital contribution of a member. The distributive share of the profits shall be determined and paid to the members quarterly.

(b) Losses . All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these

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TALLAHASSEE, FLORIDA

sources are insufficient to cover such losses, by the members in proportion to capital contributions.

#### ARTICLE VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

#### ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 950 N Collier Blvd., Suite 204, City of Marco Island, County of Collier, State of Florida, 34145 and the name of the company's initial registered agent at that address is E. Glenn Tucker.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of MARCO ISLAND PROPERTIES, L. C.

Executed by the undersigned at Marco Island, Florida, on

7/22/03  
  
\_\_\_\_\_  
ROY E. ERICKSON

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.

  
\_\_\_\_\_  
E. GLENN TUCKER