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TALLAHASSEE, FLORIDA

08 JAN 16 PM 3:19

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LO4-6252  
JR

EFFECTIVE DATE  
1-16-04

SEA PINES HOLDINGS LLC  
C/O  
Paula A. Garone  
1521 Forest Hills Blvd. Suite 3  
West Palm Beach, Fl. 33406

January 14, 2004

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL. 32314

SUBJECT:

**SEA PINES HOLDINGS LLC**  
Proposed Name of Limited Liability Company

Enclosed, you will find the sum of \$125.00 to cover the costs of filing and one original copy of the Articles of Organization for the above named.

Thanking You in advance,

Signature on record

**Paula A. Garone**  
Registered Agent

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**

**SEA PINES HOLDINGS LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I NAME**

The name of the limited liability company shall be:

**SEA PINES HOLDINGS LLC**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this limited liability company shall be:

**Principal Place of Business:**

**1521 FOREST HILLS BLVD. #3  
WEST PALM BEACH, FL. 33406**

**Mailing Address:**

**1521 FOREST HILLS BLVD. #3  
WEST PALM BEACH, FL. 33406**

Phone: **(561) 969-2622**

**ARTICLE III EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE IV DURATION**

The period of duration for Sea Pines Holdings LLC shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

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TALLAHASSEE, FLORIDA

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## **ARTICLE V PURPOSES AND POWERS**

The general purpose for which the limited liability company is organized is to engage in the business and activity of:

**Real Estate and its related activities** and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The limited liability company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

## **ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of this limited liability company shall be:

**1521 FOREST HILLS BLVD.  
SUITE 3  
WEST PALM BEACH, FL. 33406**

The name of the initial registered agent of this limited liability company shall be:

**PAULA A. GARONE**

## **ARTICLE VII MANAGEMENT**

The Managers of the Company shall be:

Manager Member: **PAULA A. GARONE**  
As agent for Wallstreet Capital Consultants, Inc.

whose address shall be the same as the mailing address of the limited liability company.

## **ARTICLE VIII ADMISSION OF ADDITIONAL MEMBERS**

Company may admit additional members upon the unanimous written consent of all members, their agents or assignees.

Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulation or guidelines as the members may from time to time determine, in their sole discretion.

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## **ARTICLE IX CONTINUITY OF BUSINESS**

The limited liability company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

## **ARTICLE X MEMBERS**

The Manager(s) of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company is/are:

**BL HOUSING PARTNERS LLC  
7531 HIGH RIDGE ROAD  
BOYNTON BEACH, FL. 33426**

**WALLSTREET CAPITAL CONSULTANTS, INC.  
1521 FOREST HILLS BLVD. SUITE 3  
WEST PALM BEACH, FL. 33411**

**MAYER REALTY, INC.  
4529 N. PINE ISLAND ROAD  
SUNRISE, FL. 33351**

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## **ARTICLE XI RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the majority in interest of the members holding membership interests in the Company.

## **ARTICLE XII RETURN OF CAPITAL**

No member shall have the right to demand the return of his or her contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

## **ARTICLE XIII AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend, or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company. Members shall also be bound to any written operating agreement or subsequent unanimous written agreements.

**IN WITNESS WHEREOF**, the undersigned, an authorized representative of the member(s), has made an subscribed these Articles of Organization at: **West Palm Beach, FL 33411** for the foregoing uses and purposes, this 31 day of December, 2003.



PAULA A. GARONE Managing Member  
and agent for Wallstreet Capital Consultants, Inc.

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TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Paula A. Garone, having a business office identical with the registered office of the Company named above, and having been designated as the Registered Agent in the above foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered office and Registered Agent, under section 608.4155, Florida Statutes and other applicable Florida Statues. 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 obligation of

Paula A. Garone

By: *Paula A. Garone*  
Paula A. Garone

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TALLAHASSEE, FLORIDA