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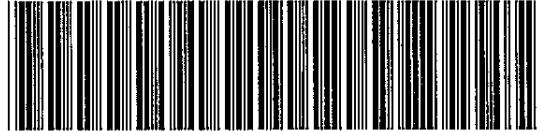
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TALLAHASSEE, FLA 32301



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 409864 120708A

AUTHORIZATION :

*Patricia Figueroa*

COST LIMIT : \$ 155.00

ORDER DATE : January 26, 2004

ORDER TIME : 11:39 AM

ORDER NO. : 409864-015

CUSTOMER NO: 120708A

CUSTOMER: Ronald W. Ritchie, Esq  
Ronald W. Ritchie, P.a.

Suite 4  
5129 Castello Drive  
Naples, FL 34103

DOMESTIC FILING

NAME: MRJ BURNT STORE, LLC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF**

**MRJ BURNT STORE, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

=====

**ARTICLE I**

**NAME**

The name of this limited liability company is MRJ BURNT STORE, LLC, referred to in these Articles of Organization as the "Company."

**ARTICLE II**

**PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office and mailing address of the Company is 175 East Hilo, Naples, Florida 34113. The Company's registered agent is John W. Abbott, whose address is 175 East Hilo, Naples, Florida 34113.

**ARTICLE III**

**DURATION**

Unless affirmatively dissolved, the Company shall have perpetual duration.

**ARTICLE IV**

**ORGANIZER**

The organizer of the Company is John W. Abbott, a natural person at least eighteen (18) years old.

## ARTICLE V

### PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

## ARTICLE VI

### MANAGEMENT BY MANAGER

#### Section 6.01 Designation of Manager

(a) Managers. The Company will be managed by a manager, who shall be John W. Abbott, whose address is 175 East Hilo, Naples, Florida 34113, who will serve until the next scheduled annual elections of the Company.

(b) Removal. The member(s) may remove a manager, without having to possess, state, or prove cause, by

(i) a vote of members holding 100 percent of the voting power of all membership interests. The vote must be taken at a properly scheduled meeting of the members; or

(ii) written consent of members holding 100 percent of the voting power of all membership interests.

The removal of a manager without stating or proving cause does not bar a later claim that the manager engaged in misconduct while a manager.

(c) Resignation. A manager may resign by providing written notice to all members, using the means of notice stated in the Company's operating agreement for giving notice to members. If the operating agreement does not specify a means of giving notice, the manager must give notice by a means sufficient under the laws of the State of Florida. The resignation shall take effect ten (10) days after the date the manager gives notice to all members, or at a later date stated in the notice of resignation.

(d) Interim Management. Once the resignation of a manager is effective or the members remove a manager, the Company will be managed by the remaining manager(s) until a replacement manager is chosen with the majority consent of the members.

(e) Replacement Manager. The members will elect a replacement manager or managers at a properly scheduled meeting of the members. The vote of members holding a majority of the voting power of all membership interests is necessary to elect a replacement manager. In the case of the removal of a manager under Section 6.01(b)(i), the same meeting that votes removal may also elect a replacement manager. Once elected, the replacement manager will have all of the powers and duties of the initial manager.

## **Section 6.02 Authority of the Manager**

Manager's Operational Authority. The manager has authority, in the name, and on behalf, of the Company to sign and deliver all contracts, agreements, leases, notes, mortgages and other documents and instruments which are necessary, appropriate or convenient for the conduct of the Company's business and the furtherance of its

purposes. The signature of the manager herein named is required to bind the Company. This provision does not alter or waive any duty that a manager may have to the Company concerning a manager's exercise of management authority.

**Section 6.03    Nonliability of Manager for Acts or Omissions in  
                 Official Capacity**

The manager is released from liability for damages and other monetary relief to the full extent permitted by the laws of the State of Florida.

**Section 6.04    No Authority of Members**

Except as authorized by a manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

**ARTICLE VII**

**IDENTIFICATION OF MANAGER**

The name and address of the manager of the Company are:

**JOHN W. ABBOTT  
175 EAST HILO  
NAPLES, FLORIDA 34113**

**ARTICLE VIII**

**CONTRIBUTIONS**

The member(s) in the aggregate have contributed to the Company \$1,000.00 in cash.

## ARTICLE IX

### ADMISSION OF NEW MEMBERS

The Company may admit new members only upon the unanimous written consent of all members as provided in the Company's operating agreement.

## ARTICLE X

### DISSOLUTION

#### Section 10.01 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 10.01(b), the Company must have at least one remaining member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

**ARTICLE XI**  
**DISTRIBUTIONS**

**Section 11.01 Interim Distributions**

The Company may make interim distributions of property to its members as agreed to by all of the members.

**Section 11.02 Winding-Up Distributions**

The Company may make winding-up distributions of property to its members as agreed by all of the members.

**ARTICLE XII**

**RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT**

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 23<sup>rd</sup> day of January, 2004.

By: \_\_\_\_\_

JOHN W. ABBOTT, Organizer



STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this  
23rd day of January, 2004, by JOHN W. ABBOTT, who is personally  
known to me (or has produced his Florida Driver's License No.  
\_\_\_\_\_ as identification) and who  
did/did not take an oath.

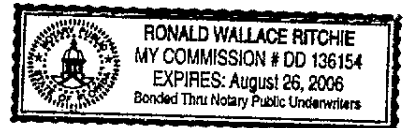
( S E A L )

  
NOTARY PUBLIC

Print Name -

Commission Number -

My Commission Expires:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 and 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 MRJ BURNT STORE, LLC.

2. The name and address of the registered agent and principal/registered office is:

John W. Abbott  
175 East Hilo  
Naples, Florida 34113

\* \* \* \*

ACKNOWLEDGMENT AND ACCEPTANCE

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.

DATED this 23<sup>rd</sup> day of January, 2004.

  
\_\_\_\_\_  
JOHN W. ABBOTT, Registered Agent