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TALLAHASSEE, FLORIDA

J. BRYAN FEB 11 2004



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 434321 81805A

AUTHORIZATION :

*Patricia Pizuto*

COST LIMIT : \$ 130.00

ORDER DATE : February 11, 2004

ORDER TIME : 11:13 AM

ORDER NO. : 434321-015

CUSTOMER NO: 81805A

CUSTOMER: Ms. Deborah K. Lewis  
Thomas G. Eckerty, Attorney  
At Law  
Suite 89  
12734 Kenwood Lane  
Ft. Myers, FL 33907

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NAME: SUGAR SANDS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

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

**ARTICLES OF ORGANIZATION  
OF**

**SUGAR SANDS, LLC**

**ARTICLE I  
Name and Address**

The name of the limited liability company shall be **SUGAR SANDS, LLC**. The mailing and street address of the principal office of the limited liability company is: 6035 Estero Boulevard, Fort Myers Beach, Florida 33931.

**ARTICLE II  
Duration**

This limited liability company shall be perpetual.

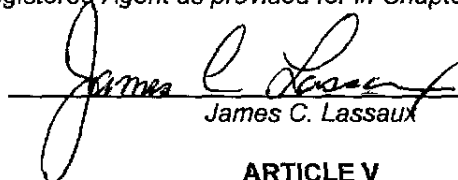
**ARTICLE III  
Purpose**

This limited liability company is created for the purpose of transacting the business of purchasing, selling, developing and leasing of real property, and such other business as may be agreed upon by the members.

**ARTICLE IV  
Designation of Registered Agent and Certificate of Acceptance**

The name and address of the Registered Agent and office of the limited liability company shall be James C. Lassaux, 6035 Estero Boulevard, Fort Myers Beach, Florida 33931.

*I, James C. Lassaux, 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 as provided for in Chapter 608, F.S.*

  
James C. Lassaux

**ARTICLE V  
Contributions to Capital**

The initial capital of this limited liability company shall consist of the sum of One Thousand Five Hundred Dollars (\$1,500.00), in cash, which will be contributed by the members in the following amount:

James C. Lassaux 4253 Bay Beach Lane, #5F Fort Myers Beach, Florida 33931	\$ 500.00
Corey Leary 8015 Estero Boulevard Fort Myers Beach, Florida 33931	\$ 500.00

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JAMES C. LASSAUX  
TALLAHASSEE, FLORIDA

Marc Lassaux  
4265 Bay Beach Lane, #926  
Fort Myers Beach, Florida 33931

\$ 500.00

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No member shall be entitled to receive interest on his contribution to capital.

#### **ARTICLE VI Management**

Each member shall appoint a manager, which managers will act jointly as the co-managers for this limited liability company. The managers shall conduct the business of the limited liability company on behalf of the members, pursuant to specific agreements and conditions set forth in the Memorandum of Understanding and Intent, and in the regulations of the limited liability company, which are incorporated herein by reference. The managers shall be selected annually by the members, in accordance to said Memorandum of Understanding and Intent. By their signatures hereon, the members appoint the following individuals as the initial managers:

James C. Lassaux  
4253 Bay Beach Lane, #5F  
Fort Myers Beach, Florida 33931

Corey Leary  
8015 Estero Boulevard  
Fort Myers Beach, Florida 33931

Marc Lassaux  
4265 Bay Beach Lane, #926  
Fort Myers Beach, Florida 33931

The managers may designate an operating manager to oversee the day to day affairs of the limited liability company. The initial operating manager shall be: James C. Lassaux

#### **ARTICLE VII Property**

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase, or otherwise, shall be held and owned, and conveyance shall be made in the name of this limited liability company.

#### **ARTICLE VIII Meeting of Members**

Annual meetings of the members shall be held without call or notice within thirty (30) days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called by any member at any time after the giving of thirty (30) days notice to the other members. Notice of special meetings shall be by an actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

#### **ARTICLE IX Transferability of Members' Interest**

Transferability of members' interests shall be governed by the provisions of Florida Statutes §608.432.

#### **ARTICLE X Profit and Loss**

Profits and losses generated by the business of this company shall be passed through to the members pursuant to the Operating Agreement which is incorporated herein by reference.

**ARTICLE XI  
Additional Members**

The members shall have the right to admit additional members upon terms and conditions unanimously voted on and agreed upon.

**ARTICLE XII  
Withdrawal, Retirement, Death, Bankruptcy or Expulsion**

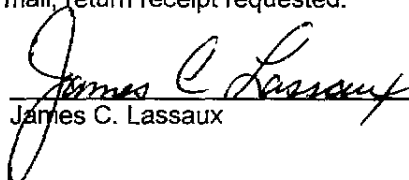
In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, the remaining member, or members, shall have the right to continue the business of this limited liability company, pursuant to the applicable provisions of the Operating Agreement and the regulations.

**ARTICLE XIII  
Dissolution and Liquidation**

Dissolution and liquidation of this limited liability company shall be pursuant to Florida Statute §608.441-448, and the Operating Agreement which is incorporated herein by reference; however, the remaining member or members shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event that terminates the continued membership of a member in the company.

**ARTICLE XIV  
Notice to Members**

All notices to the members of this limited liability company, pursuant to these Articles, shall be deemed effective when given by personal delivery, or by certified mail, return receipt requested.

  
James C. Lassaux

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