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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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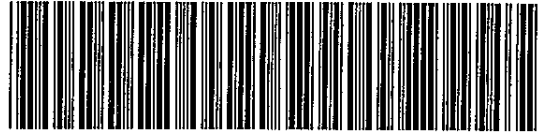
(Business Entity Name)

(Document Number)

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**CAPPA & CAPPA**  
Attorneys at law

John R. Cappa  
John R. Cappa, II

1229 Central Avenue  
St. Petersburg, Florida 33705-1691

TELEPHONE: (727) 894-3159  
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April 8, 2004

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Custom Assist Realty Services Smith, L.L.C.

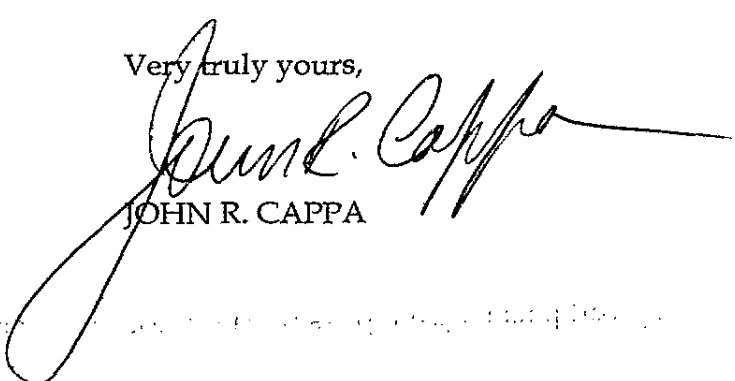
Dear Ladies and Gentlemen:

I have enclosed original Articles of Organization and Designation of Resident Agent for the captioned L.L.C. Corporation plus the issued filing fee of \$125.00.

Please incorporate the Corporation and send me the usual proof of incorporation.

Thank you for your attention to this matter. I remain,

Very truly yours,

  
JOHN R. CAPPA

JRC /mlb  
enclosure

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# **ARTICLES OF ORGANIZATION OF CUSTOM ASSIST REALTY SERVICES SOUTH LLC**

The undersigned, for purpose of forming a limited liability company under the Florida Limited Liability Company Act, F. S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

## **ARTICLE I NAME AND BUSINESS**

The name of the limited liability company shall be *CUSTOM ASSIST REALTY SERVICES SOUTH LLC* and it shall carry on any lawful business.

## **ARTICLE II ADDRESS**

The street address of the principal office of the limited liability company is 167 Deerfield Avenue, Port Charlotte, Florida 33952 and the mailing address of the limited liability company shall be 167 Deerfield Avenue, Port Charlotte, Florida 33952.

## **ARTICLE III DURATION**

The limited liability company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The limited liability company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the operating agreement.

## **ARTICLE IV REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida for service of process is JONATHAN B. CODY, 167 Deerfield Avenue, Port Charlotte, Florida 33952.

## **ARTICLE V CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property as set forth in the operating agreement.

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**ARTICLE VI  
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

**ARTICLE VII  
ADMISSION OF NEW MEMBERS**

Except as set forth in the operating agreement, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the operating agreement of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

**ARTICLE VIII  
MEMBER'S RIGHT TO CONTINUE BUSINESS**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 majority vote of all the remaining members.

**ARTICLE IX  
MANAGEMENT**

The company shall be managed by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. The operating agreement may contain any provisions not inconsistent with law or these articles of organization.

**ARTICLE X  
INDEMNIFICATION OF MEMBERS AND MANAGERS**

This company shall indemnify and save harmless its members and managers of and from any suits, actions, or judgments arising out of their conduct of the affairs of the company, in which suit, action or judgment, any liability shall be alleged or imposed upon any of the company's members or managers in behalf of the company and the company shall further pay all costs, legal expenses, and any other charges, that said member or manager may incur in the defense of any claim, suit, or action that may be instituted against the said members or managers in their individual capacities, it being the

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purpose and intent that the company shall save its members and managers harmless from any action taken by them in its behalf.

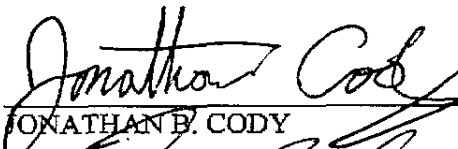
## ARTICLE XI CONFLICT OF INTEREST

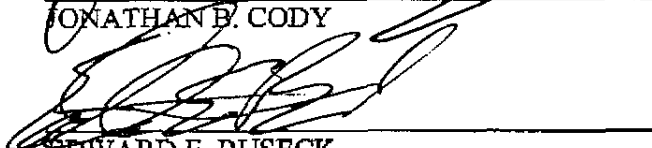
1. No contract or other transaction between a limited liability company and one or more of its members, managers or managing members or any other limited liability company, corporation, firm, association, or entity in which one of more of its members, managers, or managing members are managers, managing members or directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such members, managers, or managing members are present at the meeting of the members, managers, or managing members or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because of their votes are counted for such purposes, if:
  - A. The fact of such relationship or interest is disclosed or known to the managers or managing members or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested members, managers, or managing members.
  - B. The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize approve, or ratify such contract or transaction by vote or written consent; or
  - C. The contract or transaction is fair and reasonable as to the limited liability company at the time it is authorized by the managers, managing members, a committee, or the members.
2. For purposes of paragraph 1(A) only, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the managers or managing members or of the committee, who have no relationship or interest in the transaction described in subsection 1, but a transaction may not be authorized, approved, or ratified under this section by a single manager of the manager-managed company or single member limited liability company. If a majority of the managers or managing members who have no such relationship or interest in the transaction vote or authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by a manager or managing member with such relationship or interest in the transaction does not affect the validity of any action taken under paragraph 1(A) if the transaction is otherwise authorized, approved, or ratified as provided in that subsection, but such presence or vote of those managers or managing members may be counted

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- for purposes of determining whether the transaction is approved under other sections of this chapter.
3. For purposes of paragraph 1 (B) only, a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority-in-interest of the members entitled to be counted under this subsection. Membership interests owned by or voted under the control of a manager or managing member who has a relationship or interest in the transaction described in subsection 1 may not be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under paragraph 1 (B). The vote of those membership interests, however is counted in determining whether the transaction is approved under other sections of this act. A majority-in-interest of the members whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purposes of taking action under this section.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at St. Petersburg, Florida on this 8<sup>th</sup> day of April, 2004.

  
JONATHAN B. CODY

  
EDWARD E. BUSECK

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Organization was acknowledged before me this 8<sup>th</sup> day of April, 2004, by JONATHAN B. CODY and EDWARD E. BUSECK who are personally known to me or have produced \_\_\_\_\_ as identification, and who did take an oath.

  
Notary Public  
My commission Expires:


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JOHN R. CAPPA  
MY COMMISSION # DD 301423  
EXPIRES: March 20, 2008  
Bonded Thru Budget Notary Services

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION**

JONATHAN B. CODY having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
JONATHAN B. CODY

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