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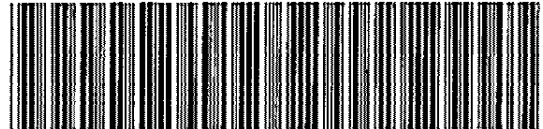
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2004 MAY -3 A 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
WILLIAM J. MCPHARLIN
A PROFESSIONAL ASSOCIATION

FEDERAL EXPRESS - 8372 7036 5533

April 30, 2004

SUITE 122
BERKLEY SOUTH BUILDING
3015 NORTH OCEAN BOULEVARD
FORT LAUDERDALE, FLORIDA 33308

TELEPHONE (954) 566-8893
FAX (954) 566-8869

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: **B & W Development, LLC**

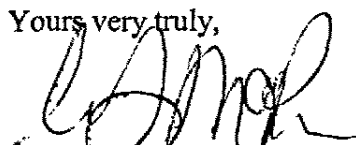
Gentlemen:

Enclosed is the original and one copy of the Articles Of Incorporation referencing the above limited liability company and this firm's check in the amount of \$160.00 representing the filing fee of \$125.00, \$30.00 for a certified copy of the Articles and \$5.00 for a Certificate of Status.

Also enclosed is a prepaid Federal Express envelope for return of the certified copy and Certificate of Status to this office.

If you have any questions concerning the above, please do not hesitate to contact me.

Yours very truly,


William J. McPharlin

WJM/bb

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE D.
4/27/04

ARTICLES OF ORGANIZATION OF B & W DEVELOPMENT, LLC

ARTICLE I - NAME:

The name of the Limited Liability Company is: **B & W DEVELOPMENT, LLC**

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is 3355 NE 42nd Court, Fort Lauderdale, FL 33308.

ARTICLE III - EFFECTIVE DATE

The limited liability company's existence begins at the time these Articles Of Organization are executed on April 27, 2004.

ARTICLE IV - DURATION

The limited liability company shall have perpetual existence.

ARTICLE V - PURPOSE AND POWERS

The limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the laws of Florida. The limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under the laws of Florida, including, but not limited to, the power to purchase, improve, develop, mortgage, encumber, hold, utilize, sell, convey and otherwise deal with real property and personal property.

ARTICLE VI - MANAGEMENT

The limited liability company shall be a manager-managed company. The names and addresses of the persons who shall serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
John H. Brown	5 Mendota Lane Sea Ranch Lakes, FL 33308
Thomas E. Walters	3355 NE 42 nd Court Fort Lauderdale, FL 33308

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2004 MAR 29
TALLAHASSEE
SECRETARY OF STATE

ARTICLE VII - 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 all 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 VIII - REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent are:

Thomas E. Walters
3355 NE 42nd Court
Fort Lauderdale, FL 33308

The undersigned, being original members of the limited liability company, certify that this instrument constitutes the Articles Of Organization of the limited liability company, in accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed at Broward County, Florida this 27th day of April, 2004.



John H. Brown, Manager and Member


Thomas E. Walters, Manager and Member

Registered Agent's Signature

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.

Executed this 27 day of April, 2004.


Thomas E. Walters, Registered Agent