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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

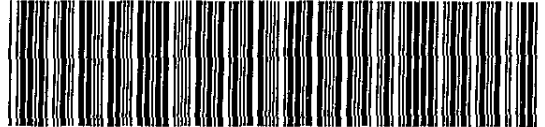
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**Cuthill & Eddy LLC**  
CERTIFIED PUBLIC ACCOUNTANTS  
*Limited Liability Company*

Carson L. Eddy  
Victor J. Incinelli  
Harry E. Harp  
Todd Hitchins

May 7, 2004

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Horseshoe Gables, LLC  
EIN: Applied For  
Florida Articles of Organization

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04 MAY 11 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed are the Articles of Organization for Horseshoe Gables, LLC and one check for \$125.00 made payable to the Florida Department of State for the Articles of Organization filing fee of \$100.00 and the Designation of Registered Agent filing fee of \$25.00.

Please contact me if additional information concerning this matter is required.

Sincerely,

Cuthill & Eddy LLC

Harry E. Harp, CPA

## ARTICLES OF ORGANIZATION

FOR

### HORSESHOE GABLES, LLC

The undersigned member or authorized representative of a member pursuant to Chapter 608 of the Florida Statutes, hereby certifies that he is establishing a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for profit. The undersigned further declares that the following Articles shall serve as the charter and authority for the conduct of business of the Limited Liability Company.

#### ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Limited Liability Company shall be **HORSESHOE GABLES, LLC**. The Florida mailing address and the Florida street address of its principal place of business is:

274 Vistaview Drive  
Davenport, Florida 33897

#### ARTICLE II - DURATION

The period of this Company's duration is perpetual, commencing on May 11, 2004, the date of execution of these Articles of Organization.

#### ARTICLE III - INITIAL REGISTERED AGENT/REGISTERED OFFICE

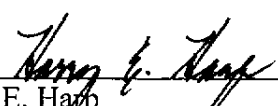
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/OFFICE, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Horseshoe Gables, LLC
2. The name and address of the registered agent and office is:

Harry E. Harp, CPA  
1031 W. Morse Blvd., Suite 200  
Winter Park, Florida 32789-3750

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, Florida Statutes.

Date: 5/7/2004

  
Harry E. Harp

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#### ARTICLE IV – MANAGEMENT OF THE COMPANY

The business and affairs of this Company are to be managed by a Manager appointed in accordance with the terms of the Operating Agreement of the Company. The name and address of the Initial Managing Members are follows:

<u>Title:</u>	<u>Name and Address:</u>
MGRM	Carmel Josephine Fortune 274 Vistaview Drive, Davenport, FL 33897
MGRM	James Gerrard Fortune 274 Vistaview Drive, Davenport, FL 33897

#### ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

#### ARTICLE VI - ADOPTION OF OPERATING AGREEMENT

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

#### ARTICLE VII - AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

#### ARTICLE VIII - INDEMNIFICATION

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

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## ARTICLE IX - CONTINUATION OF BUSINESS

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true as of this 7<sup>th</sup> day of May, 2004.

Carmel J. Fortune  
Carmel Josephine Fortune

Jim Fortune  
James Gerrard Fortune

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