

**L04000043259**

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## To:

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## From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY****Hemingway & Gunter Commercial Group, LLC**

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J. BRYAN JUN - 9 2004

**ARTICLES OF ORGANIZATION OF  
HEMINGWAY & GUNTER  
COMMERCIAL GROUP, LLC**

FILED  
2004 JUN -8 AM 10:50  
JAMES H. HARRIS CORPORATION  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this Limited Liability Company shall be **HEMINGWAY & GUNTER COMMERCIAL GROUP, LLC**, (the "Company").

**ARTICLE II  
DURATION**

The Company shall exist perpetually unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members (the "Regulations").

**ARTICLE III  
PURPOSE**

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

**ARTICLE IV  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company shall be 7950 S.W. 165<sup>th</sup> Street, Miami, Florida 33157, and such other place or places as the members from time to time may determine. The mailing address of the Company is the same.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND  
REGISTERED AGENT**

The initial registered agent of the Company shall be William R. Hemingway. The address of the initial registered agent is 7950 S.W. 165<sup>th</sup> Street, Miami, Florida 33157.

**ARTICLE VI**  
**MANAGEMENT**

The Company will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of the members or until his successor is selected and qualified in accordance with the Regulations is:

William R. Hemingway  
7950 S.W. 165<sup>th</sup> Street  
Miami, Florida 33157

Greg R. Gunter  
12920 S.W. 71<sup>st</sup> Avenue  
Pinecrest, Florida 33156

**ARTICLE VII**  
**NEW MEMBERS**

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

**ARTICLE VIII**  
**DISSOLUTION AND MEMBERS RIGHTS**  
**TO CONTINUE BUSINESS**

The Company shall be terminated and dissolved upon:

- (A) the vote of all members holding an interest in the Company;
- (B) the expiration of the term of the Company; or
- (C) the death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

FILED  
2004 JUN -8 AM 10:  
JENNIFER INCORPORATIONS  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the 7<sup>th</sup> day of June, 2004, effective upon filing same with the Florida Department of State.

HEMINGWAY & GUNTER COMMERCIAL  
GROUP, LLC, a Florida Limited Liability  
Company

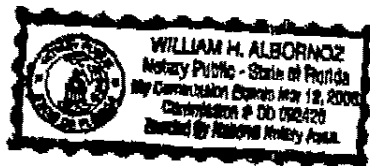
By: [Signature]  
William R. Hemingway - Manager

By: [Signature]  
Greg R. Gunter - Manager

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) SS:

The foregoing instrument was acknowledged before me this 7 day of June, 2004, by William R. Hemingway and Greg R. Gunter, who did execute the foregoing Articles of Organization as managers, who are personally known to me.

[Signature]  
Signature - NOTARY PUBLIC



Printed Name of NOTARY PUBLIC

Commission expires:

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Organization.

[Signature]  
William R. Hemingway