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APR 3 1972  
TALLAHASSEE, FLORIDA

W04-22871  
J. BRYAN JUN 14 2004

J. BRYAN JUN 23 2004

**BRUCE R. ABERNETHY, JR., P.A.**  
ATTORNEY AND COUNSELOR AT LAW  
WEALTH STRATEGIES DESIGN, ESTATE PLANNING, AND TRUST/PROBATE ADMINISTRATION  
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES SPECIALIST  
900 VIRGINIA AVENUE, SUITE 6  
FORT PIERCE, FLORIDA 34982

TELEPHONE (772) 489-4901

FAX (772) 489-4902

June 7, 2004

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Quinones Properties, LLC**

Dear Sir/Madam:

Enclosed for filing you will find the following:


1. Articles of Organization of Quinones Properties, LLC, a Florida Limited Liability Company.

We would appreciate your filing the Articles of Organization, and forwarding an acknowledgment copy to the attention of the undersigned.

Our check in the amount of \$155.00 for filing the Articles of Organization, Registered Agent Designation, and obtaining a certified copy are enclosed.

Please bill us for your services in your usual manner.

Sincerely,

  
Bruce R. Abernethy, Jr.

BRA/jlb  
Enclosures

2004 JUN 23 AM 10:35  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 14, 2004

BRUCE R. ABERNETHAY, JR.  
BRUCE R. ABERNETHY, JR., P.A.  
900 VIRGINIA AVENUE, STE. 6  
FORT PIERCE, FL 34982

SUBJECT: QUINONES PROPERTIES, LLC  
Ref. Number: W04000022871

We have received your document for QUINONES PROPERTIES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law does not provide for the Secretary of State to serve as your registered agent. Please revise your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 504A00039898

2004 JUN 23 AM 10:35  
TALLAHASSEE, FLORIDA

**BRUCE R. ABERNETHY, JR., P.A.**  
ATTORNEY AND COUNSELOR AT LAW  
WEALTH STRATEGIES DESIGN, ESTATE PLANNING, AND TRUST/PROBATE ADMINISTRATION  
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES SPECIALIST  
900 VIRGINIA AVENUE, SUITE 6  
FORT PIERCE, FLORIDA 34982

TELEPHONE (772) 489-4901

FAX (772) 489-4902

June 18, 2004

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

Attn: Joey Bryan

**Re: Quinones Properties, LLC.**  
**Ref. Number W04000022871**  
**Letter Number: 504A00039898**

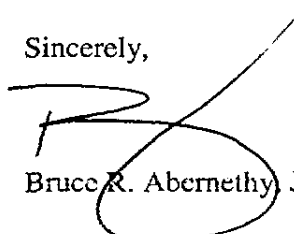
Dear Mr. Bryan:

Enclosed please find revised Articles of Organization for Quinones Properties, LLC which deletes reference to the Secretary of State as registered agent.

A copy of your letter dated June 14, 2004 accompanies the resubmission.

Thank you for your bringing this matter to our attention.

Sincerely,

  
Bruce R. Abernethy, Jr.

BRAjr/jlb  
Enclosures

2004 JUN 23 PM 10:35  
TALLAHASSEE, FLORIDA

## Articles Of Organization

of

### Quinones Properties, LLC

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles Of Organization for such Company:

#### Article I Name

The name of the limited liability company is Quinones Properties, LLC.

#### Article II Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles Of Organization with the Florida Department Of State.

#### Article III Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. The maximum number of units of equity ownership units Quinones Properties, LLC is authorized to have outstanding is 1,000 units, all of which shall be identical units.

Section B. First Lien. The Company shall have a first lien upon the units of any Member for any debt or liability owing by such Member to the Company.

Section C. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 100% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section D. Right to Redeem Units. Without regard to any other power to purchase units of the Company as permitted by law, the Company may purchase outstanding units in an amount not to exceed its capital, paid-in surplus and retained earnings.

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TALLAHASSEE, FLORIDA

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Section E. Transfer of Units of Indebted Member. If a Member shall be indebted to the Company, the Company may refuse to consent to a transfer of his units until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the Certificates representing such units.

**Article IV**  
**Registered Agent And Office**

The address of the initial Registered Office of the Company is 4577 Palo Verde Drive, Boynton Beach, Florida 34936, and the name of its initial Registered Agent at such address is Richard W. Quinones.

**Article V**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 4577 Palo Verde Drive, Boynton Beach, Florida 34936.

**Article VI**  
**Organizer**

The name and address of the organizer is:

Richard W. Quinones  
4577 Palo Verde Drive  
Boynton Beach, FL 33436

The organizer is a natural person over the age of twenty one years.

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TALLAHASSEE, FLORIDA

**Article VII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**Article VIII**  
**Management**

The Company is to be managed by a Member-Manager or Member-Managers. The Member-Manager(s) of the Company shall be named pursuant to the Operating Agreement of the Company. The initial Member-Managers of the Company, who shall serve as such until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
Member-Manager	Richard W. Quinones 4577 Palo Verde Drive Boynton Beach, FL 33436

**Article IX**  
**Indemnification**

The Company shall indemnify any Member and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member and/or Member-Manager in the event of (i) a breach of such Member and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member and/or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v) judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the

Company, or against expenses in any such case where such Member and/or Member-Manager shall be adjudged liable to the Company.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

#### **Article X** **Copies**

Copies of the Operating Agreement of Quinones Properties, LLC may be obtained from Richard W. Quinones via a written request mailed to 4577 Palo Verde Drive, Boynton Beach, Florida 33436.

#### **Article XI** **Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Company shall be executed by a Member-Manager, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Member-Manager.

#### **Article XII** **Amendment Of Articles Of Organization**

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

#### **Article XIII** **Approval Of Compensation**

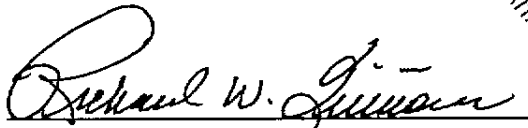
No salary or other compensation shall be paid to any Officer of the Company for services rendered as such Officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held Members' meeting by the record holders of at least 80% of the then-outstanding units of the Company.

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ALLAHABAD, FLORIDA

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

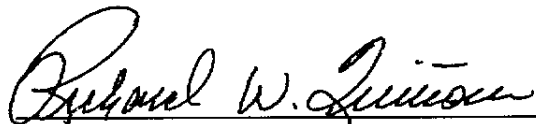
Signature of Member or authorized representative of Member.

Dated MAY 31<sup>st</sup>, 2004.

  
Richard W. Quinones  
Organizer

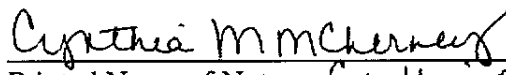
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2004 JUN 23 AM 10:35  
TALLAHASSEE, FLORIDA

Having been appointed the registered agent of Quinones Properties, LLC, I hereby accept the duties and responsibilities of this position.

  
Richard W. Quinones  
Registered Agent

State of Florida )  
County of BROWARD ) ss.  
)

The foregoing instrument was acknowledged before me this 31<sup>st</sup> MAY, 2004 by Richard W. Quinones, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
Printed Name of Notary: CYNTHIA M MCNERNEY  
Notary Public in and for said State  
Notary Stamp:

