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## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: FL BIZPRO, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Howard N. Kahn, Esq.

(Name of Person)

Kahn & Chenkin

(Firm/Company)

4000 Hollywood Blvd., Suite 400 North

(Address)

Hollywood, Florida 33021

(City/State and Zip Code)

For further information concerning this matter, please call:

Howard N. Kahn

(Name of Person)

at (

954

964-4870

(Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

### MAILING ADDRESS:

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

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# **Articles of Organization**

## **of**

### **FL Bizpro, LLC**

In consideration of the mutual covenants contained in these Articles of Organization, the undersigned members do hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes.

#### **ARTICLE I**

The name of the limited liability company and the complete mailing address for same shall be:

FL BIZPRO, LLC  
368 Brayden Way  
Draper, Utah 84020

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#### **ARTICLE II**

The address of the principal place of business of this limited liability company in the State of Utah shall be:

FL BIZPRO, LLC  
368 Brayden Way  
Draper, Utah 84020

and such other place or places as may be agreed on by the members, as defined further herein. The initial registered agent of this limited liability company shall be:

HOWARD N. KAHN, ESQ.  
4000 Hollywood Boulevard, Suite 400 North  
Hollywood, Florida 33021

### ARTICLE III

This limited liability company shall commence existence on the date of execution and acknowledgement of these Articles, and shall continue for thirty (30) years unless earlier dissolved by the members as set forth in these Articles of Organization or any applicable Operating Agreement.

### ARTICLE IV

The limited liability company shall be managed by a manager whose name and address are as set forth herein, which manager shall continue as manager until the first annual meeting of this limited liability company, to-wit:

DIXIE D. SMITH  
368 Brayden Way  
Draper, Utah 84020

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### ARTICLE V

This limited liability company is organized for the purposes of investing in real estate as well as other related activities. The purposes of the Company shall not be extended by implication or otherwise except by written amendment of this Agreement.

### ARTICLE VI

The admission of new members to the limited liability company shall be permitted upon such terms and conditions as may be approved by the unanimous vote of the members.

### ARTICLE VII

On the death, retirement, resignation, expulsion, bankruptcy of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the limited liability company shall not be dissolved.

## ARTICLE VIII

The title to all limited liability company property shall be held in the name of the limited liability company. All property originally paid or brought into or transferred to the limited liability company as contributions to capital by members, or subsequently acquired by purchase or otherwise on account of the limited liability company, shall be property of this limited liability company.

## ARTICLE IX

The limited liability company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified in Article III.
2. The unanimous vote of the members.

## ARTICLE X

The limited liability company shall indemnify and hold harmless the manager and its members from and against any and all claims and demands whatsoever to the fullest extent permitted by law.

## ARTICLE XI

Notwithstanding anything to the contrary contained herein, for so long as that certain loan made by Farm Bureau Life Insurance ("Lender", which includes its transferees, successors and assigns) to the limited liability company in the amount of \$2,064,000.00 (the "Loan") encumbers the property described in the Mortgage securing payment thereof [Property], or any amounts owed by the limited liability company to Lender remain outstanding, the limited liability company covenants and agrees that it has not and shall not, without the Lender's prior consent:

- a. engage in any business or activity other than the ownership, operation and maintenance of the [Property], and activities incidental thereto;
- b. acquire or own any material assets other than (i) the [Property], and (ii) such incidental personal property as may be necessary for the operation of the [Property];

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- c. merge into or consolidate with any Person, or dissolve, terminate, liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure (the word "Person" shall include an individual, corporation, limited liability company, partnership, trust, unincorporated association, government, governmental authority, and any other entity);
- d. fail to observe all material organizational formalities, or fail to preserve its existence as an entity duly organized, validly existing in good standing (if applicable) under the laws of the jurisdiction of its organization or formation, amend, modify, terminate or fail to comply with the provisions of this Article Organization or similar organizational documents;
- e. own any subsidiary or make any investment in any Person;
- f. commingle its assets with the assets of any other Person;
- g. incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than debt incurred in connection with the Loan, unsecured trade payables and unsecured equipment leases [both of which must be incurred in the ordinary course of business relating to the ownership and operation of the [Property] provided the same (i) do not exceed at any time in the aggregate a maximum amount of (four) percent (4%) of the outstanding principal amount due under the note evidencing the Loan, and (ii) are paid within sixty (60) days after the date incurred];
- h. fail to maintain its records, books of account, bank accounts, financial statements, accounting records and other entity documents separate and apart from those of any other Person;
- i. maintain its assets in such a manner that it will be costly or difficult to segregate, ascertain or identify its individual assets from those of any other Person;
- j. assume or guaranty the debts of any other Person, hold itself out to be responsible for the debts of any other Person, or otherwise pledge its assets for the benefit of any other Person or hold out its credit as being available to satisfy the obligations of any other Person;
- k. fail either to hold itself out to the public as a legal entity separate and distinct from any other Person or to conduct its business solely in its own name or fail to correct any known misunderstanding regarding its separate identify;

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## ARTICLE XII

These Articles, except with respect to vested rights of the members may be amended at any time by a unanimous vote of all of the members entitled to vote and such amendment shall be filed with the Florida Department of State.

IN WITNESS WHEREOF the undersigned members have executed these Articles of Organization this 24<sup>th</sup> day June 2004.

MEMBER:

ADDRESSES:

  
\_\_\_\_\_  
HOWARD N. KAHN, ESQ.  
Authorized Representative of the Members

4000 Hollywood Boulevard  
Suite 400 North  
Hollywood, Florida 33021

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.

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