

W4000053673

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500039199125

07/18/01--01023--010 **155.00

W4-53673
OR

SPRAGUE AND JESKE, P.A.
ATTORNEYS AND COUNSELORS AT LAW

PATRICK F. SPRAGUE
PAUL T. JESKE*
*CERTIFIED CIRCUIT COURT MEDIATOR

1904 EAST BUSCH BOULEVARD
TAMPA, FLORIDA 33612

PH (813) 932-4725
(813) 932-4058
TELECOPIER (813) 933-4353

July 13, 2004

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 5327
Tallahassee, FL 32301


Re: Pinnacle International Properties, LLC

Dear Sir or Madam:

Enclosed you will find the original and one (1) copy of the Articles of Organization for the new corporation as noted above, which includes the Registered Agent form and our check in the amount of \$155.00 to cover the cost of filing the Charter and the Resident Agent's fee and for certifying a copy of the Charter. Please return the certified copy of the Charter to the office indicated above.

Should you have any questions or require additional information regarding this matter, please do not hesitate to contact our office. Thank you for your continued cooperation.

Sincerely,


Patrick F. Sprague

PFS/bs
Encl.

ARTICLES OF ORGANIZATION OF
PINNACLE INTERNATIONAL PROPERTIES, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, right, privileges, and immunities of limited companies for profit. We further declare 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 the limited liability company shall be PINNACLE INTERNATIONAL PROPERTIES, LLC, and its principal office shall be located at 16502 N. Dale Mabry, City of Tampa, County of Hillsborough, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other

service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Residential Equity, Ltd.
16502 N. Dale Mabry
Tampa, FL 33618

Byron Gibbs Wilson, Jr., Trustee
18921 Avenue Biarritz
Lutz, FL 33558

ARTICLE V. 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 or unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII. PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the same ratio as profits are paid out.

ARTICLE VIII. DURATION

This limited liability company shall exist until December 3, 2029, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

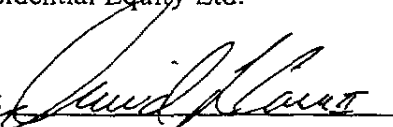
The address of the initial registered office of the limited liability company is 1904 E. Busch Blvd., City of Tampa, County of Hillsborough, State of Florida, and the name of the company initial registered agent at that address is Patrick F. Sprague.

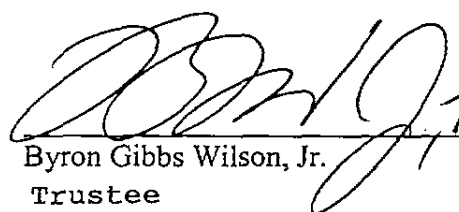
The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposes Articles of Organization of PINNACLE INTERNATIONAL PROPERTIES, LLC.

Executed by the undersigned at Tampa, Florida, on July 2nd, 2004

Residential Equity Ltd.

By:


David L. Carr II
Vice President
Member


Byron Gibbs Wilson, Jr.
Trustee

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH CHAPTER 608 AND SECTION 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - - THAT EXCLUSIVELY PINNACLE INTERNATIONAL
PROPERTIES, LLC DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
TAMPA, STATE OF FLORIDA, HAS NAMED PATRICK F. SPRAGUE, ESQ.
LOCATED AT 1904 E. BUSCH BLVD., CITY OF TAMPA, STATE OF FLORIDA,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


MEMBER

DATE:

7-13-04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE


REGISTERED AGENT

DATE:

7-13-04