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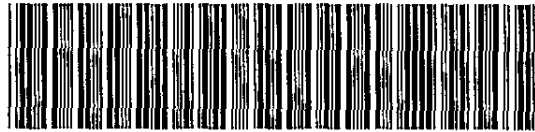
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# STEWART & STORTER

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SUITE 700  
9180 GALLERIA COURT  
NAPLES, FLORIDA 34109

July 19, 2004

### Via Federal Express

Florida Department of State  
Division of Corporations  
Limited Liability Company Registrations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: S & B Property Development, L.L.C.**

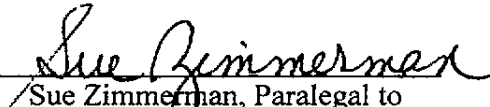
Dear Sir or Miss:

Enclosed please find an original and one (1) copy of the Articles of Organization for **S & B Property Development, L.L.C.** for filing as a Florida limited liability company. Also enclosed is our client's check payable to Department of State in the sum of \$130.00 (\$125. for filing and \$5.00 for certificate). Please be kind enough to process these Articles for filing reflecting an effective date of July 20, 2004.

Please process and return the stamped copy of the Articles and the Certificate evidencing this organization in the prepaid envelope provided.

Should you have any question regarding these enclosures, please contact the undersigned at (239) 594-1800. Thank you.

Very truly yours,  
**Stewart & Storter Attorneys at Law**

By:   
Sue Zimmerman, Paralegal to  
JAMES C. STEWART, JR.

/sjz  
enclosures

cc: S & B Property Development, L.L.C.

**ARTICLES OF ORGANIZATION  
OF  
S & B PROPERTY DEVELOPMENT, LLC**

The undersigned, desiring to form a limited liability company (hereinafter the "Company") under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for the Company:

**ARTICLE I  
NAME**

The name of the Company is **S & B PROPERTY DEVELOPMENT, LLC**

**ARTICLE II  
DURATION**

The Company shall commence its existence as of JULY 20, 2004.

**ARTICLE III  
ADDRESS**

The mailing and street address of the principal office of the Company is c/o Scott W. Brocious, 2043 Trade Center Way, Naples, Florida 34109.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is **9180 Galleria Court, Suite 700, Naples, Florida 34109**, and the name of the initial registered agent of the Company at that address is **JAMES C. STEWART, JR.**

**ARTICLE V  
INITIAL MANAGING MEMBERS**

The names and addresses of the initial Managing Members of the Company shall be:

**SCOTT W. BROCIUS**  
6240 Hunter  
Naples, Florida 3410

**MICHAEL TODD HARRELL**  
3613 42<sup>nd</sup> Street SW  
Lehigh Acres, Florida 33917

04 JUL 2004 12:10

**ARTICLE VI**  
**ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations or operating agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations or operating agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

**ARTICLE VII**  
**MEMBERS' RIGHT TO CONTINUE BUSINESS**

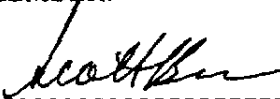
The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority vote of all the remaining members.

**ARTICLE VIII**  
**MANAGEMENT**

The Company shall be managed by the Members in accordance with regulations or operating agreement adopted by the members for the management of the business and affairs of the Company. These regulations or operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this \_\_\_\_ day of JULY, 2004.

MEMBER:



SCOTT W. BROCIUS

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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 this position as registered agent.

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IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 19<sup>th</sup> day of JULY, 2004.

  
JAMES C. STEWART, JR.