

# L040000 70487

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DIVISION OF CORPORATION

## LIMITED LIABILITY COMPANY

Bear's Den, LLC

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Page Count	02
Estimated Charge	\$160.00

STATE OF FLORIDA  
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Counselors at Law

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### PLEASE DELIVER TO:

NAME	FIRM	FACSIMILE #:
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RE: Bear's Den, LLC  
Fax Audit No.: H040001936103

### Comments:

Please file the attached regarding the above-referenced Florida corporation:

1. Articles of Organization; and
2. Certificate of Designation Registered Agent/Registered Office.

We have requested a certificate of status and a certified copy of same.

Thank you.

From: Terri B. Cohen, Esq. Phone No. 239-593-2968

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**ARTICLES OF ORGANIZATION  
OF  
BEAR'S DEN, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be BEAR'S DEN, LLC (the "Company").

**ARTICLE II -- ADDRESS**

The street address of the initial principal office of the Company shall be 1350 Forest, Marco Island, Florida 34145. The initial mailing address of the Company shall be P.O. Box 1250, Marco Island, Florida 34146-1250.

**ARTICLE III -- DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's Operating Agreement.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and registered office of the Company in the State of Florida are Craig W. Sohn, Esquire, 5801 Pelican Bay Blvd., Ste. 500, Naples, Florida 34108.

**ARTICLE V -- ADMISSION OF NEW MEMBERS**

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 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 other members of the Company other than the member proposing to dispose of his or his interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VI -- WITHDRAWAL OF MEMBERS**

A member of the Company may withdraw from the Company upon the unanimous prior consent of all the nonwithdrawing members of the Company.

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## ARTICLE VII -- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the occurrence of events specified in the Company's Operating Agreement.

## ARTICLE VIII -- MANAGEMENT

The Company shall be managed by a manager in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The 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 organizer has made and subscribed these Articles of Organization on this 14<sup>th</sup> day of September, 2004.

The Dennis W. Lello Living Trust dated  
3/22/1989, as amended and restated  
7/30/2002, as amended, Sole Member



By: Dennis W. Lello, Trustee

## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of BEAR'S DEN, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

Date: September 30, 2004

  
Craig W. Sohn, Registered Agent

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