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GARY J. HAUSLER

GARY J. HAUSLER  
(MEMBER OF FLORIDA, WASH. D.C., & N.Y. BARS)

October 19, 2004

950 N. COLLIER BLVD.  
SUITE 301  
THE SUNTRUST BUILDING  
MARCO ISLAND, FL 34145

(239) 394-3171  
FAX (239) 394-4858

Secretary of State  
Corporations Division  
Att.: New Filings  
409 East Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Att.: New Filings

RE: GULF COAST COMMERCIAL PROPERTIES, L.L.C.

Dear Sir:

Enclosed herewith please find the following documents with respect to the filing of a new limited liability company entitled: GULF COAST COMMERCIAL PROPERTIES, L.L.C.:

1. Original and one (1) copy of ARTICLES OF ORGANIZATION;
2. The undersigned's escrow account check in the amount of \$125.00 as and for your filing fee;

Please proceed to file the enclosed original Articles and return a copy of the filed Articles of Organization for my file.

Thank you for your anticipated cooperation.

Very truly yours,

  
Gary J. Hausler

GJH:ct  
Encs.

ARTICLES OF ORGANIZATION OF  
GULFCOAST COMMERCIAL PROPERTIES, L.L.C.

The undersigned hereby certifies that we have associated ourselves for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be GULFCOAST COMMERCIAL PROPERTIES, L.L.C., and its principal place of business shall be at 1188 Lamplighter Court, Marco Island, Collier County, State of Florida, but it shall have the power to and authority to establish branch offices at such other place or places as be designated by the member.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 powers conferred by the laws of the State of Florida, and to do any and all things herein set forth 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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired, including to purchase and to sell real property within and/or outside the State of Florida.

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 department thereof, 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 here in 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 joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 herein set forth, 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.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

Whenever the term "unanimous consent" is used in these Articles, the term shall expressly mean the "unanimous written consent".

### ARTICLE III CAPITAL CONTRIBUTIONS

A capital contribution in the amount of Five Hundred (\$500.00) Dollars cash shall be paid to the limited liability company by Frank Scaccia (50%) and Jacqueline Scaccia (50%). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in the same percentages of share participation as indicated above.

## ARTICLE IV

### PROFITS AND LOSSES

(a) Sharing of Profits. 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 business of the limited liability company. Each member shall be entitled to a distributive share of the profits in a proportionate amount equal to his or her share participation indicated above. The distributive share of the profits shall be determined and paid to members monthly, following the commencement of business of the limited liability company, the month and day of such commencement date being October 25, 2004.

(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 business and the profits of the business, or, if such sources are insufficient to cover such losses, in order to continue in business, by the members in a proportionate amount equal to his or her share participation indicated above.

## ARTICLE V

### LIMITED LIABILITY COMPANY 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 VI

DURATION

This limited liability company shall exist until dissolved in a manner provided in regulations adopted by the members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The street address of the principal office and the mailing address of this limited liability company is 1188 Lamplighter Court, Marco Island, Collier County, Florida 34145.

ARTICLE VIII

MANAGEMENT

This limited liability company shall be managed by one (1) managers. The name and address of the person who shall serve as such until the first annual meeting of members or until his successor is elected and qualified is as follows:

Frank Scaccia, 1188 Lamplighter Court, Marco Island, Florida 34145

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 950 North Collier Blvd., Suite 301, Marco Island, Collier County, Florida 34145, and the name of its initial registered agent at such address is GARY J. HAUSLER, ESQ.

## ARTICLE X

### DISPUTES BETWEEN MEMBERS

Members shall submit any and all disputes arising out of these Articles, between and/or among themselves, which cannot be resolved in an amicable fashion, to binding arbitration through the American Arbitration Association and the decision of the appointed Arbitrator shall be binding upon the Members.

## ARTICLE XI

### RESTRICTIONS ON MEMBERSHIP

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.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or occurrence of any other event that terminates the continued membership of a member in the limited liability company, the said member, or the member's executor, shall be paid the value of the member's share, if at the time, the share has a positive monetary value, within thirty (30) days by the company. Said share value shall be determined by adding the then assets of the limited liability company, subtracting the then liabilities of the company, and multiplying the result by the per cent share of the member. The value of any company assets, if not agreed upon unanimously by the members, shall be determined as follows: The member to be paid, or the member's estate, shall hire and pay for a licensed appraiser who shall render a written report concerning the company subject asset(s), and the remaining members shall likewise hire and pay for a licensed appraiser who shall render a written report concerning the company subject asset(s). The average of the two



(2) appraisals shall be the value of the non-liquid company asset(s) for the purposes of this paragraph.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or 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 upon the unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of GULFCOAST COMMERCIAL PROPERTIES, LLC

Executed by the undersigned at Marco Island, Florida, on the 18<sup>th</sup> day of October, 2004.

  
FRANK SCACCIA

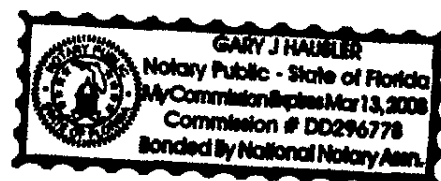
  
JACQUELINE SCACCIA

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of October, 2004, by FRANK SCACCIA and JACQUELINE SCACCIA, who are personally known to me and who did not take an oath.

My Commission Expires:

  
Notary Public



ACKNOWLEDGMENT BY REGISTERED AGENT

GARY J. HAUSLER, ESQ., having been named Resident Agent in the Articles of Organization, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida Corporation Act.

  
GARY J. HAUSLER, ESQ.

10/18/04

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