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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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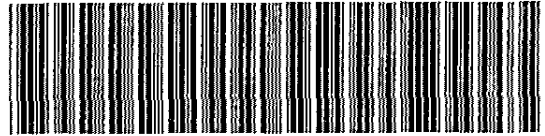
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 952544 3487A

AUTHORIZATION :

COST LIMIT : \$ 125.00

FILED
04 NOV -2 PM 5:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 2, 2004

ORDER TIME : 12:51 PM

ORDER NO. : 952544-010

CUSTOMER NO: 3487A

CUSTOMER: Ms. Bonnie R. Quigley
Icard Merrill Cullis Timm
Furen & Ginsburg, Pa
Suite 600
2033 Main Street
Sarasota, FL 34237

DOMESTIC FILING

NAME: BEL-AIRE RESORTS LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Bel-Aire Resorts LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

37811 Chancey Road
Zephyrhills, FL 33541

Mailing Address:

37811 Chancey Road
Zephyrhills, FL 33541

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Richard S. Webb, IV, Esq.

Name

2033 Main Street, Suite 600

Florida street address (P.O. Box **NOT** acceptable)

Sarasota, FL 34237

FL

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 my position as registered agent as provided for in Chapter 608, F.S..



Registered Agent's Signature

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Equity Exchange Services, Inc.

100 Wallace Avenue, Suite 100

Sarasota, FL 34237

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Equity Exchange Services, Inc.,

a Florida corporation

By: 

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

David D. Bone, Esq., as President

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)