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04 NOV 10 PM 11:01  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

04 NOV 10 PM 2:30  
TALLAHASSEE, FLORIDA  
STATE

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

04 NOV 10 PM 2:30  
STATE  
TALLAHASSEE, FLORIDA

*Ocean View Properties, LLC*

- \_\_\_ Art of Inc. File\_\_\_\_\_
- \_\_\_ LTD Partnership File\_\_\_\_\_
- \_\_\_ Foreign Corp. File\_\_\_\_\_
- \_\_\_ L.C. File\_\_\_\_\_
- \_\_\_ Fictitious Name File\_\_\_\_\_
- \_\_\_ Trade/Service Mark\_\_\_\_\_
- \_\_\_ Merger File\_\_\_\_\_
- \_\_\_ Art. of Amend. File\_\_\_\_\_
- \_\_\_ RA Resignation\_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal\_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement\_\_\_\_\_
- \_\_\_ Cert. Copy\_\_\_\_\_
- \_\_\_ Photo Copy\_\_\_\_\_
- \_\_\_ Certificate of Good Standing\_\_\_\_\_
- \_\_\_ Certificate of Status\_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name\_\_\_\_\_
- \_\_\_ Corp Record Search\_\_\_\_\_
- \_\_\_ Officer Search\_\_\_\_\_
- \_\_\_ Fictitious Search\_\_\_\_\_
- \_\_\_ Fictitious Owner Search\_\_\_\_\_
- \_\_\_ Vehicle Search\_\_\_\_\_
- \_\_\_ Driving Record\_\_\_\_\_
- \_\_\_ UCC 1 or 3 File\_\_\_\_\_
- \_\_\_ UCC 11 Search\_\_\_\_\_
- \_\_\_ UCC 11 Retrieval\_\_\_\_\_
- \_\_\_ Courier\_\_\_\_\_

Signature \_\_\_\_\_

Requested by: *WC*  
Name \_\_\_\_\_ Date *11/10* Time *11:00*

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF ORGANIZATION**

**OF**

**OCEAN VIEW PROPERTIES, L.L.C.**

**A Florida Limited Liability Company**

04 NOV 10 PM 2:33  
TALLahas, FLORIDA

THE UNDERSIGNED, for the purpose of forming a limited liability company under Florida Limited Liability Company Act, adopts the following Article of Organization.

**ARTICLE ONE**

**Name and Address**

The name of the company is OCEAN VIEW PROPERTIES, L.L.C. and the street address of the principle of the company and mailing address of the company shall be: 21231 N. E. 23<sup>rd</sup> Avenue, North Miami Beach, Florida 33180.

**ARTICLE TWO**

**Duration**

The company shall commence its existence on the date of filing of the Articles of Organization with the Department of State of the State of Florida, and the duration of the company shall be perpetual.

**ARTICLE THREE**

**Purpose**

The general purposes for which the company is organized are:

- A. To transact any lawful business for which limited companies are organized under the Florida Limited Liability Company Act.
- B. To do such other things as re incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

- C. To carry on and engage in the business of purchasing, selling, leasing, improving, managing, developing and investing in and to properties including any and all acts necessary and/or related thereto.
- D. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE FOUR  
Registered Office and Agent

The street address of the initial registered office of the Company is 21231 N. E. 23<sup>rd</sup> Avenue, North Miami Beach, Florida 33180, and the name of its initial registered agent at such address is GARY ORTMAN.

ARTICLE FIVE  
Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous consent of the members of the Company and upon such items and conditions as determined by all the members. Further no member named herein shall be able to or entitled to transfer, encumber, pledge, alienate, sell, assign or otherwise cause to be diverted any of their shares without an appropriate resolution and/or agreement of all members named herein pursuant to their voting rights as set forth under ARTICLE EIGHT as set forth below. All certificates issued to members shall contain appropriate language adopting this provision which shall be written on all such certificates.

ARTICLE SIX  
Termination of Existence

The Company shall not be dissolved upon the death, inability to work, disability, dissolution of a member, or such member being unwilling or unable to work in the manner commensurate with the time and effort instituted at or near the start up of this entity. Further, in the event any member becomes disabled, dies or is otherwise incapable of working in the manner as set forth above, the remaining member(s) shall have the option to purchase such shares of the deceased or otherwise disabled member for a price determined by valuing this entity according to reasonable accounting practices, and any deceased or disabled member shall be obligated to sell their shares to said remaining member(s) for said price. Further, the remaining member(s) shall also have the right to purchase same over a five (5) year period by making equal monthly installments toward the total price of such shares, together with interest on said total amount at a rate of 2% and evidenced by a Promissory Note reflecting same. There shall be no pre-payment penalty regarding the purchase of such shares.

In the event any of the member(s) wishes to resign or discontinue working with this entity commensurate with the time and effort instituted at or near the start-up of same, then in such event said member shall be entitled to tender their resignation, however unless otherwise agreed or set forth in a separate instrument, such member shall not be entitled to payment for their shares.

ARTICLE SEVEN  
Management

The Company is to be member managed by one member and is therefore a member managed company.

## ARTICLE EIGHT

### Voting

Except as otherwise provided in regulations adopted by the members, each member shall have one (1) vote. All company decisions and/or resolutions shall require a majority vote of such shares in order to pass any resolutions, it being the intent that such resolutions shall require approval from all members to pass.

## ARTICLE NINE

### Books and Records

The Manager shall keep, or cause to be kept, at the principal place of business of the Company true and correct books of account, in which shall be entered fully and accurately each and every transaction of the Company. The Company's taxable and fiscal years shall be the same as the taxable and fiscal years of the Members.

## ARTICLE TEN

### Distribution and Allocations

All distributions of cash or other assets of the company shall be split equally between the members. Each member will receive profits of the company proportionate to the shares they hold respectively to be divided and distributed in accordance with the By-Laws, Agreements and/or Resolutions of the company.

## ARTICLE ELEVEN

### Members

That the initial members of this company unless otherwise agreed upon in writing by all members named below or otherwise pursuant to such resolution and/or authorization in accordance with ARTICLE EIGHT above titled "Voting" shall be:

A. Gary Ortman; and,

B. Rick Sloane.

ARTICLE TWELVE  
Shares Assigned

That the company shall have an initial total of 1,000 shares having no par value, which shares shall be given, transferred and/or assigned as follows unless otherwise agreed in writing by all members:

A.	Gary Ortman	500 shares
B.	Rick Sloane	500 shares

ARTICLE THIRTEEN  
Limitation of Liability

Limited Liability except as otherwise provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and the Members shall not be obligated personally for any such debt, obligation or liability of the Company solely by reason of being Members. The failure of the Company to observe any formalities or requirements relating to the exercise of its powers or the management of its business or affairs under this Operating Agreement or the Act shall not be grounds for imposing personal liability on the Members.

ARTICLE FOURTEEN  
Regulations

Except as otherwise provided in regulations adopted by, and any written agreement entered by the members, the members may, from time to time, by majority vote adopt or alter any of the regulations for the company.

## ARTICLE FIFTEEN

### Life Insurance

The entity and/or member(s) may maintain life insurance policies on the life of the other member(s) in order to provide means of payment of all or a portion of obligations arising under the Articles in the event of the death of any member. All such policies shall be owned by the entity and/or member requesting same and in the event said policy is procured by the entity all such premiums as and for the payment shall be made by said entity, however in the event any member wishes to purchase such life insurance, then in such event, the member shall be responsible for the payment of all premiums with respect to said policies.

## ARTICLE SIXTEEN

### Sale of Company

In order for the assets and/or this entity to be sold, same shall require a majority vote and/or agreement by and between the respective members.

## ARTICLE SEVENTEEN

### Sale Of Shares

That in the event any of the members desires to sell or dispose of his or her shares to the other member(s), and provided said member is in good standing meaning that said individual has continued to utilize his or her best efforts toward the promotion and operation of this entity and has otherwise acted in good faith, then in such event said member shall notify the other member(s) whereupon said member(s) shall have the right and option to purchase the offered shares for a price proportionate to the remaining members interest in this entity. The purchase amount for any such shares shall be the value of the corporation according to reasonable accounting principals apportioned according to the selling members' percentage interest in this entity. Further, in the

event this option is exercised, the purchasing member shall have a period of 60 months to purchase such shares payable in equal monthly installments.

#### ARTICLE EIGHTEEN

##### Banking Accounts

That with respect to any banking accounts, both of the members as designated herein shall be entitled and authorized to sign on any such accounts and shall be listed as same with any financial institution.

#### ARTICLE NINETEEN

##### Governing By-Laws, Resolutions and Agreements

That subsequent to the execution of these Articles, the members shall be entitled to draft, execute and impose appropriate By-Laws, Agreements and/or Resolutions in accordance with their voting rights as set forth within these Articles of Organization whereupon same shall be binding upon the respective members herein.

IN WITNESS WHEREOF, this Operating Agreement has been made and executed by the Members effective as of the date of filing the Articles of Organization.

  
GARY FORTMAN, Member

  
RICK SLOANE, Member

IN WITNESS WHEREOF, the undersigned, as authorized representative of the members,

has executed these Articles of Organization of OCEAN VIEW PROPERTIES, L.L.C., of the

State of Florida, on this 8 day of Nov, 2004.

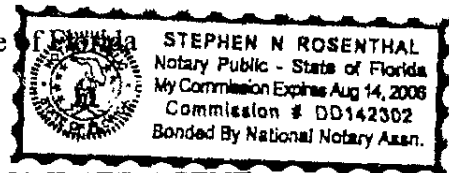
GARY ORTMAN, Member

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.

BEFORE ME, the undersigned authority, personally appeared GARY ORTMAN and RICK SLOANE, who upon oath, acknowledged before me that they executed the foregoing ARTICLES OF ORGANIZATION of OCEAN VIEW PROPERTIES, L.L.C., a Florida Limited Liability Company, voluntarily, and for the purpose therein expressed.

WITNESS my hand and seal, at Dade County and State aforesaid, this 8 day of Nov, 2004.

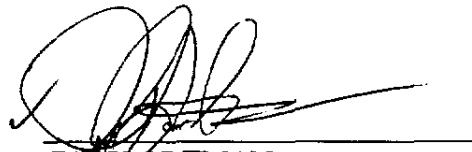
Stephen N Rosenthal  
NAME:  
Notary Public, State  
Serial No.



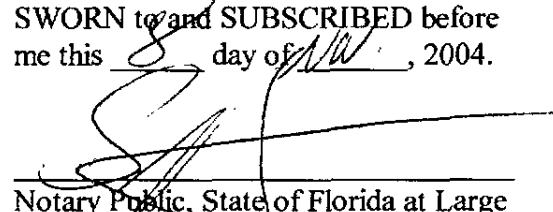
ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in 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.

  
GARY ORTMAN

SWORN to and SUBSCRIBED before  
me this 8 day of Nov, 2004.

  
Notary Public, State of Florida at Large

My Commission Expires:

