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**BARAT & BARAT**  
*Certified Public Accountants*  
A Partnership of Professional Associations  
2001 PALM BEACH LAKES BLVD.  
SUITE 300  
WEST PALM BEACH, FLORIDA 33409-1002  
TELEPHONE ( 561) 615-0906 FAX (561) 626-4479  
E-MAIL: gcbarat@bcflsouth.net

Gary C. Barat PA  
Sheldon L. Barat PA

November 17, 2004

Florida Secretary of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32314

Re: Upstate Investments #3, LLC

To Whom It May Concern:

The enclosed Articles of Organization and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

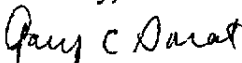
Gary C. Barat  
2001 Palm Beach Lakes Blvd.  
Suite 300  
West Palm Beach, FL. 33409

For further information concerning this matter, please call:

Gary C. Barat  
(561) 615-0906

Enclosed is a check in the amount of \$125.00 for filing fee.

Sincerely,

  
Gary C. Barat

GCB/smb  
Enclosures

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# ARTICLES OF ORGANIZATION OF UPSTATE INVESTMENTS #3, LLC

## ARTICLE 1 Upstate Investments #3

The name of the limited liability company is **UPSTATE INVESTMENTS #3, LLC** (Company).

## ARTICLE II Address

The mailing and street address of the Company's principal office is  
c/o GARY C BARAT  
2001 PALM BEACH LAKES BLVD  
SUITE 300  
WEST PALM BEACH, FL 33409

## ARTICLE III Duration

The period of duration for the Company is perpetual beginning on the date of Articles of Organization are filed by the Florida Department of State.

## ARTICLE IV Registered Agent and Office

The name of Company's initial registered agent in Florida is **Anné Desormier-Cartwright, Esq.** and the address is located at **941 North Highway A1A, Jupiter, Florida 33477.**

## ARTICLE V Management

The Company is to be managed by its managing member, who is identified as follows

GARY C BARAT MGR  
STEVE GREENSEID MGR

## ARTICLE VI Purpose

The purpose for which this limited liability company is organized is to transact any and all lawful business for which limited liability companies may be organized under the laws of Florida, including, but not limited to, the following:

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- (a) To carry on any business or any other legal or lawful activity allowed by law;
- (b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property of any interest in such property;
- (c) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;
- (d) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as the object, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

#### ARTICLE VII Admission of New Members

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

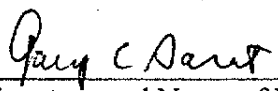
#### ARTICLE VIII

The remaining members of the Company have the right to continue the business on the death, retirement or resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

#### ARTICLE IX Additional Provisions

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 15 day of NOV, 2004, at WEST PALM BEACH, Florida.

  
\_\_\_\_\_  
Signature and Name of Managing Partner or Partners

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

UPSTATE INVESTMENTS #3, a Florida Limited Liability Company, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Organization, State of Florida, has named:

Agent

Anné Desormier-Cartwright, Esq.

Address


941 N. Highway A1A  
Jupiter, FL 33477

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby acknowledge that I am familiar with, and accept, the obligations of a registered agent as provided in Florida Statutes, Chapter 608.

Dated:

  
Anné Desormier-Cartwright  
Registered Agent

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STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8 day of Nov, 2004, by Anné Desormier-Cartwright, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.

  
Notary Public

