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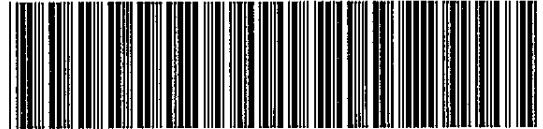
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 081054 7103152

AUTHORIZATION :

COST LIMIT : \$ 125.00

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ORDER DATE : December 13, 2004

ORDER TIME : 5:06 PM

ORDER NO. : 081054-005

CUSTOMER NO: 7103152

CUSTOMER: Ms. Amy Pescetto
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC FILING

NAME: PONCE DE LEON HOLDINGS, 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
OF
PONCE DE LEON HOLDINGS, LLC,
a Florida Limited Liability Company**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the authorized representative of the initial members of a limited liability company to be organized under the Florida Limited Liability Company Act, adopt and submit the following Articles of Organization for such limited liability company:

**ARTICLE I
NAME**

The name of the limited liability company shall be **PONCE DE LEON HOLDINGS, LLC**, a Florida limited liability company (the "Company").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be **568 9th Street South, Suite 137, Naples, Florida 34102**.

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered agent of the Company is **4001 Tamiami Trail North, Suite 300, Naples, Florida, 34103**, and the name of the initial registered agent at such address is **Craig D. Grider, Esq.**

**ARTICLE IV
ADMISSION OF MEMBERS**

The members of the Company may admit new members to the Company as more fully described in and subject to the terms, conditions and requirements set forth in the Company's Operating Agreement and Regulations. Newly admitted members shall have all of the rights and privileges as set forth in the Company's Operating Agreement and Regulations.

**ARTICLE V
EFFECTIVE DATE**

The Company's effective date of existence shall begin on the date of filing of these Articles.

ARTICLE VI DURATION

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or any other event that would terminate the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company as provided in the Operating Agreement and Regulations.

ARTICLE VII ADOPTION OF OPERATING AGREEMENT AND REGULATIONS

The initial Operating Agreement and Regulations of the Company shall be adopted by its initial members. The Operating Agreement and Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE VIII INITIAL MANAGERS

The Company will be managed by one or more managers, who shall be designated, appointed or elected by the Members, as more fully described in the Operating Agreement and Regulations. The initial number of managers of the Company shall be one (1) which shall be designated, appointed or elected in accordance with the terms of the Operating Agreement and Regulations of the Company. The number of managers may be decreased or increased in accordance with the terms of the Operating Agreement and Regulations. Norman C. Burke shall be the initial manager, until such time as a substitute or successor manager is designated or appointed in accordance with the Operating Agreement and Regulations.

IN WITNESS WHEREOF, the undersigned, being the duly authorized representative of the Company, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, has executed these Articles of Organization as of this 2nd day of December, 2004.

By:


Craig D. Grider
Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

I, **Craig D. Grider**, having been duly designated to act as registered agent and to accept service of process for Ponce de Leon Holdings, LLC, a limited liability company to be organized under the Florida Limited Liability Company Act, 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 am familiar with and accept the designations of my position as Registered Agent.

By: _____

Craig D. Grider

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