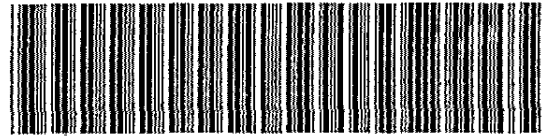


105000003850



SOUTHERN  
LAND  
LAW  
CENTER

27 EAST OCEAN BOULEVARD  
STUART, FLORIDA 34994



700044054897

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

01/07/05--01022--018 \*\*125.00

2005 JAN -7 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

WS-3850  
al



SOUTHERN  
LAND  
LAW  
CENTER

**MICHAEL MALISZEWSKI, Esq.**

ADMITTED TO PRACTICE IN FLORIDA & TENNESSEE

January 5, 2005

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: Filing for Articles of Organization for  
MD Florida Properties, L.L.C.**

Dear Madam/Sir:

Enclosed is an original Articles of Organization and Registered Agent election for MD Florida Properties, L.L.C. for filing with your department together with my office check in the amount of \$125.00 to pay both the filing fees for this matter.

Kindly file these documents and return the confirmation certificate to my office at your earliest convenience.

Thank you kindly for your assistance.

Very truly,

Michael Maliszewski, Esq.

/lh  
Enclosures

2005 JAN -7 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF**  
**ORGANIZATION OF MD FLORIDA PROPERTIES, L.L.C.**

---

**ARTICLE I**  
**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company is **MD FLORIDA PROPERTIES, L.L.C.**, with its principal office and mailing address being located at 1902 S.E Bolton Avenue, in the City of Port St. Lucie, County of Saint Lucie, State of Florida, 34952, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**  
**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, 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 the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles 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 these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
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 of any political or administrative subdivision, or department, 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 in these Articles and 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 corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do 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 set forth in these Articles, 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.

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 contained in these Articles 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 Florida laws, lawfully carry on, exercise, or do.

### **ARTICLE III EXERCISE OF 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 IV MEMBER MANAGEMENT**

Management of this limited liability company is reserved to its initial members,

**FILED**  
2005 JAN - 7 PM 3: 06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

whose names and addresses are as follows:

1. Michael Uram, 1902 S.E Bolton Avenue, Port St. Lucie, Florida.
2. Desiree Dubek-Uram, 1902 S.E Bolton Avenue, Port St. Lucie, Florida.

## **ARTICLE V MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous written consent only. Any contributions required of a new member shall be determined at the time of admission to the limited liability company.

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

On the death, retirement, 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 limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## **ARTICLE VI CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by the two initial members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous written consent of the members.

## **ARTICLE VII PROFITS AND LOSSES**

**(a) Profit Sharing.** 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 the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members on 31<sup>st</sup> day of December each year.

**(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 and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

FILED  
2005 JAN 10 AM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII  
DURATION**

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

**ARTICLE IX  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1902 S.E Bolton Avenue, Port St. Lucie, in the City of Port St. Lucie, County of Saint Lucie, State of Florida, and the name of the company's initial registered agent at that address is Michael Uram.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **MD FLORIDA PROPERTIES, L.L.C.**

**EXECUTED** by the undersigned at Stuart, Florida on January \_\_\_\_\_, 2005.

  
Michael Uram

  
Desiree Dubek-Uram

**FILED**

2005 JAN -7 PM 2:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**


**FOR**

**MD FLORIDA PROPERTIES, L.L.C.**

I, Michael Uram, pursuant to the provisions of Section 608.415 and 608.507, Florida Statutes, having been named to accept service of process for **MD FLORIDA PROPERTIES, L.L.C.**, a Florida limited liability corporation, at the place designated in the foregoing Articles of Organization, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 5<sup>th</sup> day of January, 2005.

**REGISTERED AGENT:**

  
Michael Uram  
1902 S.E Bolton Avenue  
Port St. Lucie, Florida, 34952

**FILED**  
2005 JAN -7 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA