

L05000005/38

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

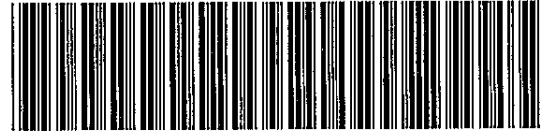
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800044510528

01/18/05--01009--023 \*\*155.00

RECEIVED  
05 JAN 18 AM 10:27  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

2005 JAN 18 PM 2:02  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN JAN 18 2005



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, Florida 32301  
(850) 681-6528

**HOLD**  
FOR PICKUP BY  
UCC SERVICES  
OFFICE USE ONLY

January 17, 2005

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Newland, L.L.C.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

FILED  
 2005 JAN 18 PM 2:02  
 TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
NEWLAND, L.L.C.**

The undersigned hereby certifies that we have associated ourselves together for the purpose of becoming a limited liability company under Chapter 608 of the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE 1 - NAME**

1.1 The name of the limited liability company shall be NEWLAND, L.L.C.

**ARTICLE 2 - ADDRESS**

2.1 The mailing address and principal place of business shall be c/o BOOSE CASEY CIKLIN, et al, 515 North Flagler Drive, Suite 1800, West Palm Beach, Florida, 33401, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE 3 - DURATION**

3.1 This limited liability company shall exist for a period of time not to exceed thirty (30) years from the date of filing the Articles with the Office of the Secretary of State of Florida, or until sooner dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE 4 - MANAGEMENT**

4.1 This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve as such until the first annual meeting of members or until such person's successor is elected and qualified is as follows:

F. MICHAEL MOOG de MEDICI  
C/O BOOSE CASEY CIKLIN et al  
515 North Flagler Drive, Suite 1800  
West Palm Beach, Florida 33401

FILED  
2005 JAN 18 PM 2:02  
CLERK OF THE CIRCUIT COURT  
PALM BEACH COUNTY, FLORIDA

tcd/11/19/04/BMO

FILED  
2005 JAN 18 PM 2:20  
JAN 18 2005  
TALLAHASSEE, FLORIDA

#### **ARTICLE 5 - RESTRICTIONS ON MEMBERSHIP**

5.1 Members shall have the right to admit new members, but only by unanimous consent of all members. Contributions required of new members shall be determined as of the time of admission to the limited liability company by unanimous consent of its members.

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

#### **ARTICLE 6 - MEMBERS' RIGHTS TO CONTINUE BUSINESS**

6.2 Upon the death, retirement, resignation, expulsion, bankruptcy, 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 upon unanimous consent of such remaining members.

#### **ARTICLE 7 - CAPITAL CONTRIBUTIONS**

7.1 Capital contributions in the amount of \$ 10.00, in cash or in kind, shall be paid to the limited liability company by the members in proportion to their ownership interest as set forth:

F. MICHAEL MOOG de MEDICI 100%

Additional contributions may be made as required for investment purposes, as determined by the unanimous consent of the members. Members will make contributions in proportion to their ownership interests.

#### **ARTICLE 8 - PURPOSES AND POWERS**

8.1 The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

(A) To engage in any activity or business authorized under the Florida Statutes;  
(B) 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 herein set forth to the same extent as a natural person might or could do;

(C) 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,

ted/11/19/04/BMO

FILED  
2005 JAN 18 PM 2:02  
TALLAHASSEE  
FLORIDA

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 the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired;

(D) 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts;

(E) To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit;

(F) 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 herein set forth, 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;

(G) 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

tcd/11/19/04/BMO

**ARTICLE 9 - INITIAL REGISTERED OFFICE AND AGENT**

9.1 The address of the initial registered office of the limited liability company is 515 North Flagler Drive, Suite 1800, West Palm Beach, Florida, 33401, and the name of its initial registered agent at such address is BRIAN M. O'CONNELL, ESQ.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of NEWLAND, L.L.C.

Executed by the undersigned at West Palm Beach, Florida, this 21st day of December, 2004.

  
F. MICHAEL MOOG de MEDICI

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated company, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
BRIAN M. O'CONNELL, ESQ.

FILED  
2005 JAN 18 PM 2:03  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA