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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN APR 28 2005

CHARLES D. MINER, P.A.
Attorney at Law

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Wills, Trusts and Estates
Taxation and Business Law

April 18, 2005

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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TALLAHASSEE, FLORIDA

Re: Dolezar Properties II, LLC

Dear Sir or Madam:

Enclosed for filing are Articles of Organization for Dolezar Properties II, LLC, together with an additional copy of the Articles which I would appreciate your date stamping and returning to me. Please note that the Articles will become effective on April 15, 2005, which is the date they were executed.

My firm's check in the amount of \$125.00 is enclosed to cover the following costs:

| | |
|-----------------------------|-----------------|
| Filing fee | \$100.00 |
| Registered Agent filing fee | <u>\$ 25.00</u> |
| Total | \$125.00 |

Please contact me immediately if anything further is required to complete this filing.

Yours very truly,



Charles D. Miner

cc: Mr. John Dolezar

ARTICLES OF ORGANIZATION

DOLEZAR PROPERTIES II, LLC

ARTICLE I - NAME

The name of the Limited Liability Company is:

DOLEZAR PROPERTIES II, LLC

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company is:

c/o Charles D. Miner, Esq.
1412 E. Robinson Street
Orlando, Florida 32801

ARTICLE III - DURATION

The existence of the Limited Liability Company will commence upon the execution of the Articles of Organization. The period of duration for the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of all members, unless the business of the Limited Liability Company is continued by the successor in interest of the last remaining member.

ARTICLE IV - PURPOSE

The initial purpose for which this Limited Liability Company is formed is to acquire legal and/or beneficial title to all or a portion of certain real property with a street address of 432 King Street, Apopka, Florida, which property is located in Orange County, Florida. This Limited Liability Company may also acquire any other real or personal property, and any such property may be acquired directly, indirectly, pursuant to the provisions of a Land Trust Agreement, in any form of joint ownership, or in any other manner which this Limited Liability Company may deem appropriate.

During the period of time the Limited Liability Company owns legal and/or beneficial title to any property, the Limited Liability Company shall have and may exercise any and all rights and privileges incident to the ownership thereof. Without limiting the generality of the foregoing, the Limited Liability Company shall have the power to sell, convey, encumber, grant options to purchase, lease, transfer, exchange, convert into condominium units, create rental units or storage units, or otherwise dispose of or deal with any such property on any terms deemed advisable, to execute and deliver deeds, leases, bills of sale, and other instruments of whatever character, and to take or cause to be taken all action deemed necessary or proper in connection therewith. The Limited Liability Company shall also have the power to enter into any mortgages with respect to such property, and to exercise (or not exercise) any rights granted to the Limited Liability Company under any such mortgage.

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The Limited Liability Company is being formed for the purpose of acquiring title to any real or personal property, and to carry on any lawful business in connection therewith. The Limited Liability Company shall have the power to carry on its existing business or to conduct other business at the location described above, or at any other location where the Limited Liability Company may own any real or personal property.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by its members. Each of the members of the Limited Liability Company shall be deemed Managing Members. Each of the Managing Members shall have equal authority in the management of the affairs of the Limited Liability Company. Any documents or instruments of conveyance required or permitted to be signed on behalf of the Limited Liability Company may be signed by any of the Managing Members thereof, and the signature of any Managing Member may be relied upon by any third party as to conclusively establish the authority of such Managing Member to bind the Limited Liability Company.

Any property owned by the Limited Liability Company may be dealt with by any of the Managing Members, and the signature of any Managing Member on any instrument of conveyance or encumbrance shall bind the Limited Liability Company, and all persons may presume that the Managing Member executing any instrument on behalf of the Limited Liability Company has full authority on behalf of the Limited Liability Company to sell, convey, encumber, grant options to purchase, lease, transfer, exchange or otherwise dispose of any property of the Limited Liability Company. Any Managing Member shall also have the power to enter into any mortgages with respect to such property, and to exercise (or not exercise) any rights granted to the Limited Liability Company under any such mortgage.

ARTICLE VI- INITIAL MEMBERS

There shall initially be only one member of this Limited Liability Company, and therefore there shall initially be only a single Managing Member. The initial Managing Member of this Limited Liability Company shall be:

P. JOHN DOLEZAR

ARTICLE VII- ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted into the Limited Liability Company with the consent of all of the Managing Members, or as otherwise provided in the Operating Agreement. In the event additional members are admitted into the Limited Liability Company, such additional members shall not have any management authority unless agreed to by all of the persons who are members of the Limited Liability Company.

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ARTICLE VIII-REGULATIONS

The initial members shall have the power to adopt, alter, amend or repeal regulations of the Limited Liability Company which shall contain provisions for the regulation and management of the affairs of the Limited Liability Company, and shall also contain provisions, relating to the respective rights of each of the members with respect to their interests in the Limited Liability Company.

**ARTICLE IX - REGISTERED AGENT,
REGISTERED OFFICE AND RESIDENT AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

Charles D. Miner, Esq.
1412 E. Robinson Street
Orlando, Florida 32801

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, Florida Statutes

Date: April 15, 2005


Charles D. Miner, Registered Agent

(In accordance with Section 608.408(3) Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DOLEZAR PROPERTIES II, LLC

Date: April 15, 2005

By:


P. John Dolezar
Managing Member

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