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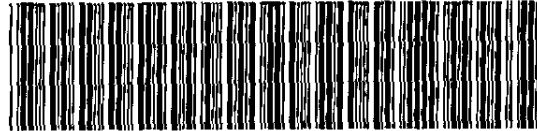
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**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ALVA ACRES, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

CHRISTINA HARRIS SCHWINN  
(Name of Person)

PAVESE LAW FIRM  
(Firm/Company)

1833 HENDRY STREET  
(Address)

FORT MYERS, FL 33901  
(City/State and Zip Code)

For further information concerning this matter, please call:

CHRISTINA HARRIS SCHWINN at ( 239 ) 336-6292  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |  |  |
|--|--|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|--|--|--|--|

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**AMENDED AND RESTATED**  
**ARTICLES OF ORGANIZATION OF**  
**ALVA ACRES, LLC**

The undersigned certifies that he is filing this document for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. He further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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

The name of the limited liability company shall be **ALVA ACRES, LLC**, and its principal office shall be located at 3820 Colonial Blvd., Ste. 103, Fort Myers, Florida 33912, County of Lee, State of Florida, and the mailing address shall be the same. The Company 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 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, goodwill, 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

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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 law, lawfully carry on, exercise, or do.

### **ARTICLE III** **INITIAL MEMBERS**

There shall be multiple members of this limited liability company, whose names, addresses and ownership is as follows:

SEE ATTACHED LIST

### **ARTICLE IV** **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.

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**ARTICLE V**  
**MANAGEMENT**

The limited liability company shall be managed by not less than two (2) managers. The following are the names and addresses of the individuals who will serve as managers of the limited liability company until the first annual meeting of the members or until their successors are elected and qualify in accordance with the regulations:

RICK PENNINGTON  
15131 Briar Ridge Circle  
Fort Myers, FL 34134

STANLEY POLLACK  
3680 Bay Creek Drive  
Bonita Springs, FL 34134

**ARTICLE VI**  
**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of 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, or except as specified in a separate written agreement regarding purchase and sale executed by 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 VII**  
**CAPITAL CONTRIBUTIONS**

Capital contributions shall be paid to the limited liability company by the members in proportion to their ownership interests. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their ownership interests.

**ARTICLE VIII**  
**DISTRIBUTIONS**

The members shall be entitled to the net profits, as defined in the regulations, 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 a distributive share of the profits in proportion to their ownership interest. Subject to the terms and conditions contained in the Operating Agreement for **ALVA ACRES, LLC** and Exhibit B Joinder of Member to Alva Acres, LLC. The distribution of the profits shall be determined as provided in the regulations of the company.

**ARTICLE IX**  
**DURATION**

The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence for a term of Fifty (50) years, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by members.

**ARTICLE X**  
**INDEMNIFICATION**

Florida Statute Section 608.4229 Indemnification of Members, Managers, Managing Members, officers, employees, and agents and Article 12 of the Operating Agreement shall govern matters respecting indemnification affecting any member of Alva Acres, LLC.

**ARTICLE XI**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1833 Hendry St., Ft. Myers, Florida 33901, and the name of the company's initial registered agent is **CHRISTINA HARRIS SCHWINN, ESQ., PAVESE LAW FIRM.**

The undersigned, being the original members of the limited liability company, certifies that this instrument constitutes the proposed articles of Organization of **ALVA ACRES, LLC**

Executed by the undersigned at Fort Myers, County of Lee, Florida, on the 4 day of August, 2005.

  
\_\_\_\_\_  
RICK PENNINGTON,  
Managing Member

STATE OF FLORIDA       )  
COUNTY OF LEE        )

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared RICK PENNINGTON, who

is personally known to me or who has produced a Florida driver's license as identification and who made and subscribed to the foregoing Amended and Restated Articles of Organization and certifies and acknowledges that she made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 4 day of August, 2005.

Lori L. Ulczycki

Notary Public

My Commission number is: DD102425

My Commission expires: 3/21/2006



Lori L. Ulczycki  
Commission # DD102425  
Expires March 21, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

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EXHIBIT A

INITIAL NUMBER OF UNITS

<u>NAME OF MEMBER AND ADDRESS</u>	<u>INITIAL NUMBER OF UNITS</u>
John Garson 4 Hampton Court Beachwood, OH 44122 216-765-1178	5
Harvey Hansen 24951 Pennyroyal Drive Bonita Springs, FL 34134 952-935-3902	10
Norman Ginis 24430 Reserve Court Bonita Springs, FL 34134 239-495-0098	10
Walter Keyes 24481 Woodsage Drive Bonita Springs, FL 34134 239-498-4978	10
Roger Morgan 25120 Pennyroyal Drive Bonita Springs, FL 34134 248-330-0504	10
Rick Pennington 15131 Briar Ridge Circle Fort Myers, FL 33912 239-464-2420	10
Glenn Pollack 26701 Bernwood Road Beachwood, OH 44122 216-464-1671	10
Stanley Pollack 3680 Bay Creek Drive Bonita Springs, FL 34134 239-877-7719	10
Terry Seikel  248-563-5300	10



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Ken Shimberg	120 Canterbury Lane East Greenwich, RI 02818 609-867-3975	5
Larry Van Akkeren	3410 Marbella Court Bonita Springs, FL 34134 239-948-3344	10

### ACCEPTANCE OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – That **ALVA ACRES, LLC**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Myers, County of Lee, State of Florida, has named **CHRISTINA HARRIS SCHWINN**, located at **1833 Hendry St., City of Fort Myers, County of Lee, State of Florida, 33901**, as its agent to accept service of process within this State.

#### ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
**CHRISTINA HARRIS SCHWINN**, Registered Agent