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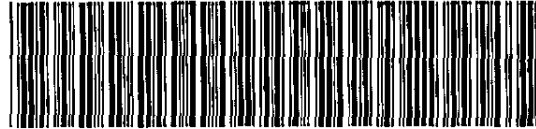
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUN 24 2005

TERRENCE F. PYLE, P.A.

ATTORNEY AT LAW

TERRENCE F. PYLE

TELEPHONE
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707 W. Del Webb Boulevard
Sun City Center, Florida 33573

P.O. Box 5869
Sun City Center, Florida 33571-5869

June 17, 2005

VIA FEDERAL EXPRESS

Director
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: **Incorporation of WERDA-HECAMIAT, L.L.C.**

Dear Sir/Madam:

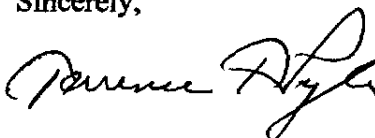
Please find enclosed the following with regard to the above Limited Liability Company:

1. The original and one copy of the Articles Of Organization;
2. The original and one copy of an executed Acceptance Of Appointment As Resident Agent; and
3. My law firm's check payable to the Florida Department Of State in the amount of \$155.00 to cover the following:

[a] Filing Fee	\$100.00
[b] Certified copy	30.00
[c] Resident Agent Form	25.00

Thank you for your assistance in this matter. If you have any questions, please call.

Sincerely,



Terrence F. Pyle

TFP/mh
Enclosures

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**ARTICLES OF ORGANIZATION
OF
WERDA-HECAMIAT, L.L.C.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Limited Liability Company is WERDA-HECAMIAT, L.L.C. [the "Company"].

**ARTICLE II
DURATION**

The Company shall have perpetual duration.

**ARTICLE III
PURPOSE**

The Company is organized for the following purposes: to own and operate a marina, RV park, restaurant and "fish camp" business; to engage in any activity or business incidental to or related to those activities or businesses set forth herein; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; and to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; and to carry out said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other state or foreign country.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and street address of the initial REGISTERED OFFICE of the Company is:

972 County Road 439
Lake Panasoffkee, FL 33538

and the name and address of the Company's initial REGISTERED AGENT

TERRENCE F. PYLE, ESQUIRE
707 Del Webb Boulevard West
Sun City Center, Florida 33573

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TALLAHASSEE, FLORIDA

ARTICLE V NEW MEMBERS

New Members may be allowed into the Company upon a majority vote of the Members then allowed to vote, with the initial contribution of such new Member to be determined by majority vote of the Members at that time. Such voting shall be done on an ownership-share basis, rather than on a per-Member basis.

ARTICLE VI CONTINUITY

The remaining Members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or on the occurrence of any other event which terminates the continued Membership of a Member in the Company.

ARTICLE VII MANAGEMENT

The management of the Company is reserved to the Managing Members, and the name and address of the managing Members, who shall serve as Managers until their successors are duly elected and qualified, are:

Richard D. Harris
374 Bay Plaza
Treasure Island, FL 33706

William Dirk Edge
972 County Road 439
Lake Panasoffkee, FL 33538

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TALLAHASSEE, FLORIDA

ARTICLE VIII OPERATING AGREEMENT

The power to adopt, alter, amend or repeal the Operating Agreement shall be vested in the Members of the Company, by voting conducted on an ownership-share basis.

ARTICLE IX INDEMNIFICATION

The Company shall indemnify any Member, or any former Member, to the fullest extent permitted by law.

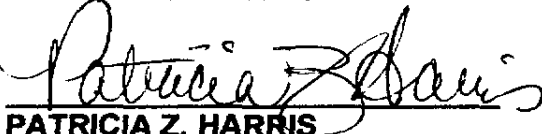
ARTICLE X AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in these ARTICLES OF ORGANIZATION, or any amendment hereto, upon such occurrences or for such reasons as authorized by law, by majority vote of the Members, voting on an ownership-share basis.

IN WITNESS WHEREOF, the undersigned Members have executed the ARTICLES OF ORGANIZATION of WERDA-HECAMIAT, L.L.C. this 17th day of June, 2005, pursuant to Section 608.407, Florida Statutes.



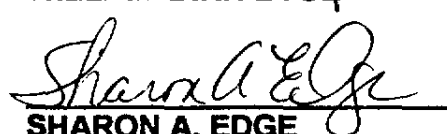
RICHARD D. HARRIS



PATRICIA Z. HARRIS



WILLIAM DIRK EDGE




SHARON A. EDGE

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT
OF
WERDA-HECAMIAT, L.L.C.**

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TALLAHASSEE, FLORIDA

Having been named as REGISTERED AGENT for WERDA-HECAMIAT, L.L.C., a Limited Liability Company [the "Company"], in the ARTICLES OF ORGANIZATION filed with the Florida Department Of State, and being familiar with the duties of that position, I do, on behalf of the Company, agree to accept said appointment and to accept service of process for the Company, and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT:

BY: 
TERRENCE F. PYLE
707 Del Webb Boulevard West
Sun City Center, Florida 33573

DATED: JUNE 17, 2005