

L05000069353

(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:



600056518356

07/19/05--01003--018 \*\*16.25

06/28/05--01054--002 \*\*18.15

FILED  
2005 JUL 14 P 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

mon (11)

**Lopez & Kelly, P.A.**  
**Attorneys at Law**

AL R. LOPEZ, JR.  
MARK P. KELLY  
ROBERT W. BIBLE, JR.

SUITE 500  
4600 WEST CYPRESS STREET  
TAMPA, FLORIDA 33607  
(813) 289-3400  
FAX: 287-5775

E-MAIL:  
alopez\_lkpa@verizon.net  
mpkelly\_lkpa@verizon.net  
rbible\_lkpa@verizon.net

June 22, 2005

Certified Mail – Return Receipt Requested

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

Re: 5 UP PROPERTIES, L.L.C.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Organization of 5 UP PROPERTIES, L.L.C. I would appreciate your filing these Articles as soon as possible.

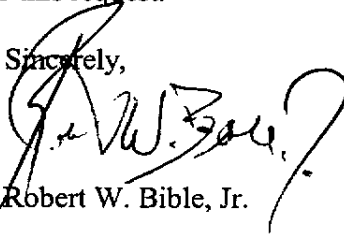
**I will need a Certified Copy of the Articles of Organization, and enclose an extra copy of the Articles for certification and return to my office.**

Also enclosed is our firm check payable to the Florida Department of State for the filing fee in the amount of \$70.00 and the certified copy of the Articles in the amount of \$8.75, for a total of \$78.75.

If you have any questions or require any additional information regarding the above, please do not hesitate to call me at my office.

Thank you for your attention to this request.

Sincerely,

  
Robert W. Bible, Jr.

RWBJr/aig  
Enclosures

cc: David Gottlieb

FILED  
JUN 23 2005  
P 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Lopez & Kelly, P.A.**  
Attorneys at Law

AL R. LOPEZ, JR.  
MARK P. KELLY  
ROBERT W. BIBLE, JR.

SUITE 500  
4600 WEST CYPRESS STREET  
TAMPA, FLORIDA 33607  
(813) 289-3400  
FAX: 287-5775

E-MAIL:  
alopez\_lkpa@verizon.net  
mpkelly\_lkpa@verizon.net  
rbible\_lkpa@verizon.net

July 12, 2005

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

Attention: Diane Cushing, Document Specialist

Re: 5 UP PROPERTIES, L.L.C.  
Letter Number 805A00044967

Dear Ms. Cushing:


As per your letter dated July 6, 2005, a copy of which is enclosed, please find enclosed my firm's check payable to the Florida Department of State in the amount of \$76.25 in payment of the balance due on the filing of the Articles of Organization for 5 UP Properties, L.L.C.:

|  |                |
|--|----------------|
| Filing fee   | \$ 100.00      |
| Registered Agent fee   | 25.00          |
| Certified copy of Articles   | <u>30.00</u>   |
| Subtotal   | \$ 155.00      |
| Less payment submitted with our<br>letter to you dated June 22, 2005 | <u>- 78.75</u> |
| CHECK ENCLOSED FOR<br>BALANCE DUE                                    | \$ 76.25       |

Please file the Articles of Organization you are holding and return a certified copy of the Articles to my office.

If you have any questions or require any additional information regarding the above, please do not hesitate to call me at my office. Thank you for your assistance in this matter.

Sincerely,

  
Robert W. Bible, Jr.

RWB/JR  
Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 6, 2005

ROBERT W. BIBLE, JR.  
LOPEZ & KELLY, P.A.  
4600 W CYPRESS ST., STE 500  
TAMPA, FL 33607

SUBJECT: 5 UP PROPERTIES, L.L.C.  
Ref. Number: W05000032623

We have received your document for 5 UP PROPERTIES, L.L.C. and check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$46.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 805A00044967

## ARTICLES OF ORGANIZATION

OF

**5 UP PROPERTIES, L.L.C.**  
**a Florida Limited Liability Company**  
**Pursuant to Chapter 608, Florida Statutes**

1. **Name.** The name of this limited liability company is "5 UP PROPERTIES, L.L.C." (the "Company").

2. **Purpose.** The purpose of this Company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida.

3. **Duration/Continuation.** The period of this Company's duration shall be perpetual, unless terminated by (i) the unanimous written agreement of all Members; or (ii) at any time there are no Members (subject to application of the provisions of Florida Statute Section 608.441(1)(d), as amended).

4. **Address of Principal Office.** The mailing and street address of the principal office of the Company is: 15105 Kestrelrise Drive, Lithia, Florida 33547.

5. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this Company is as follows:

Al R. Lopez, Jr., Esquire  
4600 W. Cypress Street, Suite 500,  
Tampa, Florida 33607-4024

6. **Members at Time of Formation.** There will be five (5) Members at the time this Company is formed.

7. **Admission of Additional Members.** Additional Members may be admitted only upon the unanimous written consent of all of the Members of the Company.

8. **Right to Continue Business.** So long as the Company continues to have at least one remaining Member (taking into account application of the provisions of Florida Statutes Section 608.441(1)(d) as previously referenced), the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member or the occurrence of any other event which terminates the continued membership of any Member in the Company shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution; provided, however, should application of said Section 608.441(1)(d) or other provisions of Florida Statutes Chapter 608 result in the Company no longer continuing to be classified as a partnership for federal income tax purposes, the last remaining Member, or the

FILED  
2005 JUN 14 3:45  
TALLAHASSEE  
SECRETARY OF STATE

personal or other legal representative of the last remaining Member, as the case may be, may, but shall not be obligated to, proceed to dissolve and wind up and conclude the business affairs of the Company.

9. **Management of Company.** The Company shall be a "Manager-Managed Company". The management of the Company shall initially be invested in two (2) Managers. The name and address of the initial Managers who are to serve until their successors are elected and qualified are:

| <u>Name</u>        | <u>Address</u>                                       |
|--------------------|--|
| David S. Gottlieb  | 15105 Kestrelrise Dr.<br>Lithia, Florida 33547       |
| Martin M. Gottlieb | 10135 Paddock Oaks Drive<br>Riverview, Florida 33569 |

10. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form as may be prescribed by the Secretary of State of the State of Florida and contain such terms and provisions consistent with Florida Statute 608, shall be approved by unanimous vote of the Members and shall be signed and sworn to by all Members of the Company so approving such amendment(s). In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

11. **Operating Agreement.** An initial operating agreement regulating the affairs of the Company and the conduct of its business and governing the relations among the Members, Manager(s) and Company shall be adopted and entered into by the initial Members and the initial Managers. Thereafter, the power to adopt, alter, amend or repeal the operating agreement of Company shall be vested in the Managers of the Company; provided, however, the Members may by unanimous written consent or unanimous vote repeal the operating agreement in its entirety and adopt a new operating agreement.

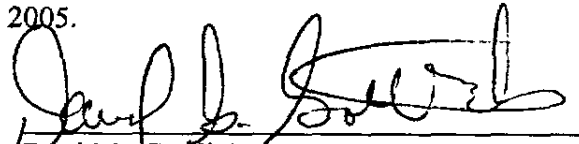
12. **Informal Action by Managers and Members.** Any action of the Managers and/or Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by the Managers and/or all Members who would be entitled to vote upon such action at a meeting (and filed with the principal office of the Company as part of its records).

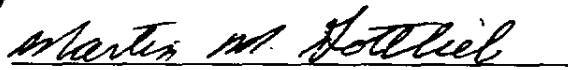
13. **Contracting Debt.** Except as otherwise provided by Florida Statute Chapter 608, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Managers.

14. **Transferability of Members' Interests.** An interest of a Member in this Company may only be transferred or assigned to a member of such Member's immediate family as part of such Member's estate plan, to an affiliate of any entity Member, or to any other Member of this Company, without consent; otherwise, unanimous consent of the Members shall

be required for any such transfer or assignment. Unless all of the remaining Members of this Company approve to the contrary by unanimous written consent, the transferee or assignee of the interest of such assignor Member shall have no right to participate in the management of the business and affairs of this Company and shall not become or exercise any rights or powers of a Member. The transferee or assignee shall be entitled to receive only the share of such profits and losses, to receive such distribution or distributions, and to receive such allocation of income, gain, loss, deduction, or credit or similar item to which that assignor Member was otherwise entitled, to the extent so assigned.


IN WITNESS WHEREOF, the undersigned Members have hereunto set their hands and seals this 21<sup>st</sup> day of June, 2005.

  
David S. Gottlieb

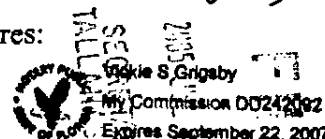
  
Martin M. Gottlieb

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

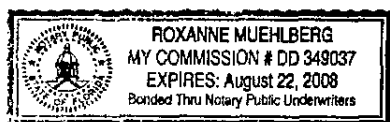
The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of June, 2005, by **DAVID S. GOTTLIEB**, who is personally known to me or who has produced Dr. Joe Driver's License G341-277-67-024 as identification and who did [did not] take an oath.

  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

  
Vickie S. Grigsby  
My Commission DD242092  
Expires September 22, 2007

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of June, 2005, by **MARTIN M. GOTTLIEB**, who is personally known to me or who has produced FLORIDA Driver's License G341-573-43-049 as identification and who did [did not] take an oath.



  
Notary Public  
My Commission Expires: 8-22-08

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. **Name.** The name of the limited liability company is **5 UP PROPERTIES, L.L.C.**
2. **Registered Office.** The address of the registered office of the limited liability company is 4600 W. Cypress Street, Suite 500, Tampa, Florida 33607-4024.
3. **Registered Agent.** AL R. LOPEZ, JR., is appointed, and by his signature below accepts appointment, to act as the Registered Agent of 5 UP PROPERTIES, L.L.C.

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.

  
\_\_\_\_\_  
Al R. Lopez, Jr.

Dated: 6-22-05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 JUL 14 P 3:45

FILED