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(Requestor's Name)

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(City/State/Zip/Phone #)

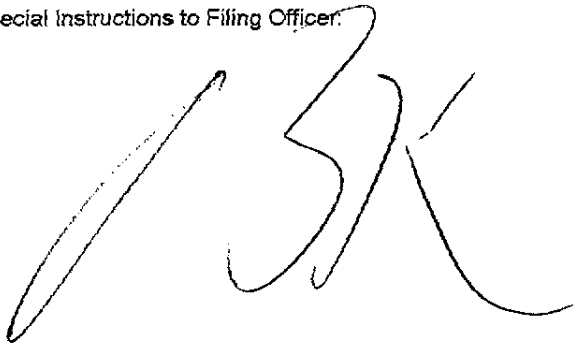
PICK-UP     WAIT     MAIL

(Business Entity Name)

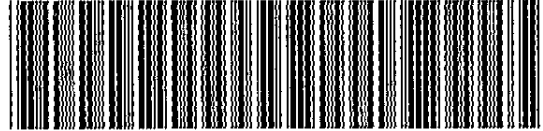
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 555417 81879A

AUTHORIZATION :

*Patricia Piguit*

COST LIMIT : \$ 155.00

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05 AUG 22 PM 3:21  
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TALLAHASSEE, FLORIDA

ORDER DATE : August 22, 2005

ORDER TIME : 12:01 PM

ORDER NO. : 555417-005

CUSTOMER NO: 81879A

CUSTOMER: Timothy J. Conner, Esq.  
Timothy J. Conner & Associates

Suite 1  
2 Jungle Hut Road  
Palm Coast, FL 32137

DOMESTIC FILING

NAME: PAYTAS DEVELOPMENT, L.L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION**  
**OF**  
**PAYTAS DEVELOPMENT, L.L.C.**

FILED  
05 AUG 22 PM 7:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be **PAYTAS DEVELOPMENT, L.L.C.** ("company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company is 1960 U.S. 1, South, Suite 352, St. Augustine, Florida 32086.

**ARTICLE III - DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the Operating Agreement.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

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

**TIMOTHY J. CONNER**  
**2 Jungle Hut Road, Ste. 1**  
**Palm Coast, Florida 32137**

## **ARTICLE V**

The names of the members are as follows:

**Wayne Paytas**  
**1960 U.S. 1, South, Ste. 352**  
**St. Augustine, FL 32086**

**Bruce F. Stephan**  
**15 Niewood Drive**  
**Ridge, NY 11961**

**William DeLuca**  
**36 Robert Crescent**  
**Stony Brook, NY 11790**

**John P. Kierman**  
**20 Tara Lane**  
**Commack, NY 11725**

## **ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member may make capital contributions to the company on the consent of the members, or as provided in the Operating Agreement.

## **ARTICLE VII - TRANSFER DURING LIFE**

No member shall sell, assign, pledge or otherwise transfer, pledge or encumber, in any manner or by any means whatever, any interest in all or part of his capital contribution in the company except as provided in the Operating Agreement.

## **ARTICLE VIII - ADMISSION OF NEW MEMBERS**

Except as set forth in the Operating Agreement, additional members may be admitted to the company only upon the written unanimous consent of all of the members of the company and on such terms and conditions as shall be determined by the members.

## **ARTICLE IX - DEADLOCK**

Should deadlock, dispute or controversy arise among the members for any reason and should the members be unable to resolve such deadlock, dispute or controversy within fifteen (15) days the matter shall be submitted to arbitration in

accordance with the rules for resolution of limited liability company disputes of the American Arbitration Association.

**ARTICLE X - MEMBERS' RIGHT TO CONTINUE BUSINESS**

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless otherwise provided in the Operating Agreement.

**ARTICLE XI - MANAGEMENT**

The company shall be managed by its members in accordance with regulations adopted by the members for the management of the business and affairs of the company as set out in the Operating Agreement. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

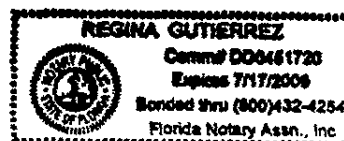
**IN WITNESS WHEREOF**, the undersigned Organizer has made and subscribed these articles of organization at Palm Coast, Florida, on this 17 day of August, 2005.

  
\_\_\_\_\_  
**TIMOTHY J. CONNER, Organizer**

**STATE OF FLORIDA  
COUNTY OF FLAGLER**

**THE FOREGOING** instrument was acknowledged before me this 17<sup>th</sup> day of August, 2005, by Timothy J. Conner. He is personally known to me or has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

  
\_\_\_\_\_  
**NOTARY PUBLIC**

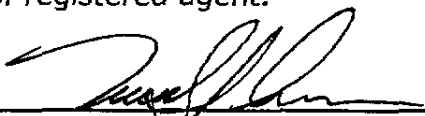


**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, **PAYTAS DEVELOPMENT, L.L.C.**, submits the following statement to designate a registered office and registered agent in the state of Florida:

- (1) The name of the limited liability company is **PAYTAS DEVELOPMENT, L.L.C.**
- (2) The name and street address of the registered agent in Florida are:  
**TIMOTHY J. CONNER  
2 Jungle Hut Road, Ste. 1  
Palm Coast, Florida 32137**

The undersigned, being the person named in the articles of organization of **PAYTAS DEVELOPMENT, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
**Registered Agent**  
Print Name: Timothy J. Conner