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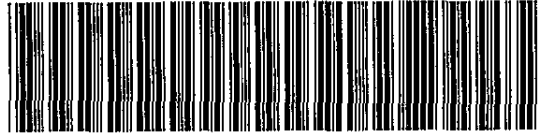
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 560026 80856A

AUTHORIZATION :

*Patricia Pajuts*

COST LIMIT : 155.00

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ORDER DATE : August 24, 2005

ORDER TIME : 11:25 AM

ORDER NO. : 560026-005

CUSTOMER NO: 80856A

CUSTOMER: Harry O. Hendry, Esq  
The Hendry Law Firm, P.a.

2242 Main Street

Fort Myers, FL 33901

DOMESTIC FILING

NAME: GOLDEN OASIS SPA, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Debbie Skipper - EXT. 2948

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

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**ARTICLES OF ORGANIZATION  
OF  
GOLDEN OASIS SPA, L.L.C.**

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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 **GOLDEN OASIS SPA, L.L.C.** ("The Company").

**ARTICLE II - ADDRESS**

The mailing and street address of the principal office of the Company shall be 11290 Bent Pine Drive, Fort Myers, Florida 33913.

**ARTICLE III - DURATION/PURPOSE**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless this Company is dissolved as provided by law or as set forth in these Articles of Organization.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and Florida street address of the registered agent is L. RANDOLPH BROOKS, 11290 Bent Pine Drive, Fort Myers, Florida 33913.

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 the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position

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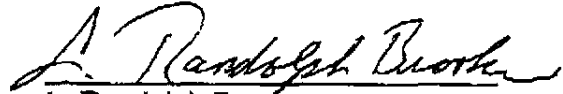
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as registered agent as provided for in Chapter 608 Florida Statutes.

  
L. Randolph Brooks

#### **ARTICLE V - INITIAL MEMBERS / NEW MEMBERS / CAPITAL CONTRIBUTIONS**

The initial members of the Company are L. RANDOLPH BROOKS and JULIE A. M. BROOKS.

No additional members shall be admitted to the Company except with the unanimous written consent of all of the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management or business affairs of the Company or become a member unless all the other members of the Company approve of the transfer by unanimous written consent.

Each member shall make additional capital contributions to the Company only on the majority vote of the members.

#### **ARTICLE VI - CONTINUITY / DISSOLUTION**

The members will have the right to continue the Company upon the death, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any event which terminates the continued membership of a member in the Company (collectively "withdrawal") as long as there is a remaining member, and the remaining member or members agree to continue the Company by unanimous written consent after the withdrawal of a member.

The Company shall be dissolved at any time there are no members, provided that if an individual who is a member dies, the member's personal representative may exercise all of the member's rights for the purpose of settling the member's estate, including any power the member had to give an assignee the right to become a member.

#### **ARTICLE VII - MANAGEMENT**

The management of the Company shall be managed by a manager who need not

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be a member of the Company. The manager shall be appointed by majority vote of the members. The initial manager shall be L. Randolph Brooks, who shall serve until a successor is duly elected. The manager of the Company shall have full power and authority to conduct the business of the Company, including without limitation, the power and authority to sell, convey, encumber, manage, deal with and otherwise dispose of both real and personal property of the Company, enter into contracts of any nature on behalf of the Company, and open and close bank accounts as the authorized signer on behalf of the Company. The address of the initial manager is 11290 Bent Pine Drive, Fort Myers, Florida 33913.

#### ARTICLE VIII - LIABILITY OF MEMBERS

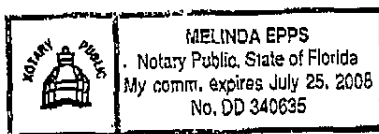
The members and manager of the Company are not personally liable under a judgment, decree, or order of a court or in any other manner, for a debt obligation or liability of the company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for GOLDEN OASIS SPA, L.L.C., at Fort Myers, Florida, on this 19th day of August, 2005.

L. Randolph Brooks  
L. Randolph Brooks

STATE OF FLORIDA  
COUNTY OF LEE

Sworn to and subscribed before me, a notary public, this 19th day of August 2005, by L. RANDOLPH BROOKS, who is personally known to me, or who produced Florida Drivers License as identification.



Melinda Epps  
Notary Public  
Print Name Melinda Epps  
My Commission Expires:  
July 25, 2008