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W5-115808

**LIMITED LIABILITY COMPANY**

**Hilltop Partners, LLC**

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DIVISION OF CORPORATION

## ARTICLES OF ORGANIZATION OF HILLTOP PARTNERS, LLC

The undersigned certify that we have associated ourselves together 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. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be HILLTOP PARTNERS, LLC, and its principal office shall be located at 24060 Deer Run Road, Brooksville, FL 34601 with a mailing address of 24060 Deer Run Road, Brooksville, FL 34601; but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

### 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 the 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, sell and/or develop real estate.

Nothing above is intended to limit the actions of the Members to conduct lawfully such other businesses it deems appropriate and to take such action as are necessary to carry out the actions of the Managers and Members.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, 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.

5. 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.

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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 laws, lawfully carry on, exercise, or do.

### **III. 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 voting members of the limited liability company.

### **IV. MANAGEMENT**

This limited liability company shall be managed by at least one manager. The name and address of the person who shall serve until a successor is elected and qualified is: Thomas E. Bronson, 24060 Deer Run Road, Brooksville, FL 34601. The Manager shall be selected by TBF Partners, Ltd., or the successor owner of the membership interest of TBF Partners, Ltd.

### **V. MEMBERSHIP RESTRICTIONS**

Voting 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 the unanimous written consent of voting 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 the unanimous consent of the remaining voting members.

### **VI. CAPITAL CONTRIBUTIONS**

Capital contributions in the form of cash or real property having a value of \$500.00 shall be contributed to the limited liability company by the Members in equal shares. Additional contributions may be made as required for investment purposes, as determined by majority consent of the voting members. Members will make contributions in equal shares.

### **VII. PROFITS AND LOSSES**

1. **Profit Sharing.** The members shall be entitled to the net profits 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 an equal distributive share of the profits or to the distributive share of the profits specified as follows: TBF Partners, Ltd. - 50%, CGT, LLC - 50%. The distributive share of the profits shall be determined and paid to the Members on December 31 of each year unless otherwise agreed to by the voting Members.

2. **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

#### **VIII. DURATION**

This limited liability company shall have perpetual existence unless earlier dissolved in a manner provided by law, or as provided in the regulations adopted by the voting members.

#### **IX. VOTING OF MEMBERS**

The Voting Members of the limited liability company shall be TBF Partners, Ltd., and CGT, LLC. No other Member shall have voting rights on any issue requiring a vote or consent. The Voting Members may create additional classes or groups of members having such rights, powers and duties as they may provided. The Operating Agreement may provide that any additional class or group of members shall have no voting rights. Voting rights shall be in proportion to ownership as provided in the Operating Agreement.

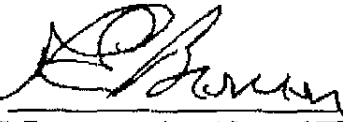
#### **X. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 24060 Deer Run Road, Brooksville, FL 34601 and the name of the company's initial registered agent at that address is Thomas E. Bronson.

The undersigned, being the original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of HILLTOP PARTNERS, LLC.

Executed by the undersigned at Brooksville, Florida, this 31 day of October, 2005.

TBF Partners, Ltd., Member

By   
T.E. Bronson as President of TBF Management,  
LLC, General Partner  
of TBF Partners, LTD  
a Texas Limited Liability Company,  
the General Partner

CGT, LLC

By   
George Foster, as Manager

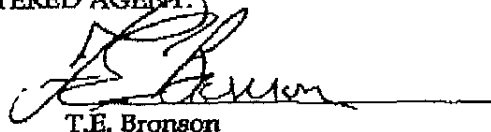
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **HILLTOP PARTNERS, LLC.**
2. The name and address of the registered agent and office is:

T.E. Bronson, 24060 Deer Run Road, Brooksville, FL 34601.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

  
T.E. Bronson

10/31/05  
Date