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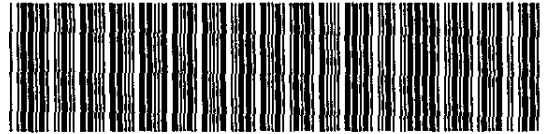
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M. HODGES

**NOWLIN & SCHONE**  
ATTORNEYS AND COUNSELORS AT LAW

72 N.E. FIFTH AVENUE  
DELRAY BEACH, FL 33483  
TELEPHONE: (561) 278-9754  
FACSIMILE: (561) 330-6636

JAMES W. NOWLIN, JR.  
LARRY T. SCHONE, PA

LEGAL ASSISTANTS  
KATHLEEN H. FARNHAM  
GINA M. CORNMAN

February 2, 2006

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

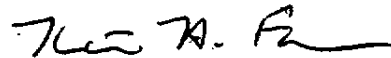
Re: TC Real Estate Holdings, LLC

Dear Registration Section:

Please file the attached Amended and Restated Articles of Organization of TC Real Estate Holdings, LLC, at your earliest opportunity, and return a certified copy to this office. Our filing fee of \$55.00 is also enclosed.

Should you have any questions, or wish to discuss this matter further, please feel free to contact us.

Sincerely,



KATHLEEN H. FARNHAM  
Legal Assistant

Encs.

**AMENDED AND RESTATED**  
**ARTICLES OF ORGANIZATION**  
**OF**  
**TC REAL ESTATE HOLDINGS, LLC**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a limited liability company for profit.

**ARTICLE I**  
**NAME OF LIMITED LIABILITY COMPANY**

The name of this limited liability company shall be:

TC REAL ESTATE HOLDINGS, LLC

**ARTICLE II**  
**GENERAL NATURE OF BUSINESS**

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

- (A) To purchase, lease, mortgage or otherwise encumber real property.
- (B) All forms of business, relating to the operation of the franchise including the buying, selling, leasing, improving and dealing in lands and tenements, and the construction of buildings. The corporation may take, acquire and hold stock in any other corporation, as well as to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in and with real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities.
- (C) To build upon or in any other manner improve real estate in which this corporation has any interest whatsoever.

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TALLAHASSEE FLORIDA

(D) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others; to borrow money for the purpose of investment or for any of the purposes of this corporation, and to issue bond, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this corporation, or to issue bond, debenture stocks, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the proceeds thereof and/or the income therefrom; to buy and sell negotiable paper; to execute deeds, mortgages, lot contracts, bonds for title, releases and such other instruments as may be necessary for the carrying on of the business above designated.

(E) To buy, sell, trade or deal in any kind of goods, wares and merchandise associated with the operation of the franchise.

(F) To organize or cause to be organized under the laws of the State of Florida or of any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any of or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(G) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine, provided, however, that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(H) No contract or other transaction entered into by the corporation shall be affected by the fact that any Director of the corporation in any way is interested in or connected with any party to such contract or transaction, or himself is a party to such contract or transaction, provided said contract or transaction shall be approved by a majority of the directors present at the meeting of the Board of Directors or of the Committee authorizing or confirming said contract or transaction.

(I) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties and buildings, and to have, enjoy and exercise all of the rights, powers and privileges which are now, or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

(J) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

The foregoing clauses shall be construed as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the limited liability company, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Organization shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference under the terms of any other clauses or paragraphs of this Article, or of any other Articles of these Articles of Organization, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or paragraphs of these Articles of Organization shall be regarded as independent purposes, objects and powers.

### **ARTICLE III**

#### **DURATION**

The period of duration for TC REAL ESTATE HOLDINGS, LLC is to be perpetual from the date of filing of the Articles of Organization with the Secretary of State of Florida, unless sooner dissolved by the members or as provided by Statute.

### **ARTICLE IV**

#### **INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office shall be 8949A S.W. 22<sup>nd</sup> Avenue, Boca Raton, FL 33433, and the mailing address of the limited liability company shall be 8949A S.W. 22<sup>nd</sup> Avenue, Boca Raton, FL 33433.

**ARTICLE V**  
**INITIAL REGISTERED AGENT**

The name and address of the initial registered agent of the limited liability company are  
Larry T. Schone, 72 N.E. 5th Avenue, Delray Beach, FL 33483

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted based on the terms and conditions contained  
in the Operating Agreement.

**ARTICLE VII**  
**CONTINUITY**

The remaining members of TC Real Estate Holdings, LLC will have the right to  
continue the business on the death, retirement, resignation, expulsion, bankruptcy or  
dissolution of a member or occurrence of any other event which terminates the continued  
membership of a member in this limited liability company.

**ARTICLE VIII**  
**MANAGEMENT**

The management of TC Real Estate Holdings, LLC shall be by officers as identified  
in the Operating Agreement to be elected by the members. The officers shall be a  
President, one or more Vice Presidents, a Treasurer and a Secretary. The initial officers  
shall be as follows:

Donald E. Coney 8949A S.W. 22 <sup>nd</sup> St. Boca Raton, FL 33433	President
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Benjamin F. Troxell, III 724 Emerald Way West Deerfield Beach, FL 33442	Vice President
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Kathlyn C. Troxell 724 Emerald Way West Deerfield Beach, FL 33442	Vice President
---	----------------

Catherine M. Coney  
8949A S.W. 22<sup>nd</sup> St.  
Boca Raton, FL 33441

Secretary/Treasurer

The initial officers shall serve until the next annual meeting of the members or such as time as their replacement is elected according to the terms of the Operating Agreement.

### ARTICLE IX

#### DATE OF BEGINNING OF LIMITED LIABILITY COMPANY

TC Real Estate Holdings, LLC began existence on the date the Articles of Organization are filed with the Secretary of State of the State of Florida, December 6, 2005.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals this 2<sup>nd</sup> day of FEBRUARY, 2006.

  
\_\_\_\_\_  
Donald E. Coney, President

STATE OF FLORIDA           )  
COUNTY OF PALM BEACH   )

The foregoing instrument was acknowledged before me this the 2<sup>nd</sup> day of FEBRUARY, 2006, by Donald E. Coney, who is personally known to me or who has provided a DRIVERS LICENSE as identification and who (did) (did not) take an oath.

  
\_\_\_\_\_  
Notary Public - State of Florida  
My commission expires

 MERRILL A. BOOKSTEIN  
MY COMMISSION # DD 154180  
EXPIRES April 24, 2007  
Billionaire's Budget Notary Services

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO  
PROCESS MAY BE SERVED.

Pursuant to the provisions of Chapter 608.407(1)(d), Florida Statutes, the following is  
submitted, in compliance with said Act:

First, that TC Real Estate Holdings, LLC, desiring to organize under the laws of the  
State of Florida, with its principal office as indicated in the Articles of Organization in City  
of Boca Raton, County of Palm Beach, State of Florida, has named LARRY T. SCHONE,  
located at 72 N.E. Fifth Avenue, Delray Beach, Florida 33483, as its agent to accept  
service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated limited liability  
company, at place designated in this certificate, I hereby accept to act in this capacity and  
agree to comply with the provision of said Act relative to keeping open said office, and said  
registered agent is familiar with, and accepts, the obligations of that position.

By:   
LARRY T. SCHONE