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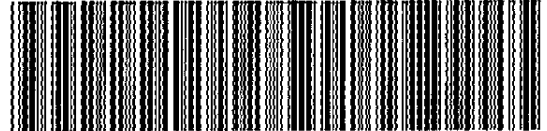
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① North American Property
Acquisitions, Inc.

Signature

Requested by:

Name

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

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Art. of Amend. File

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Dissolution / Withdrawal

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Certificate of Status

Certificate of Fictitious Name

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Officer Search

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Fictitious Owner Search

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UCC 11 Retrieval

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ARTICLES OF ORGANIZATION
OF
NORTH AMERICAN PROPERTY ACQUISITIONS LLC

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TALLAHASSEE, FLORIDA

The undersigned organizers, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Sections 608.401-608.471, Florida Statutes, hereby adopt the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be NORTH AMERICAN PROPERTY ACQUISITIONS LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is currently 15921 SW 56th Street, Southwest Ranches, Florida 33331. The company may have other secondary offices, either within or without the state of Florida, within or without the United States as the owners (hereinafter "members") may designate or as the business of the company may require.

ARTICLE III - PURPOSE

The limited liability company is being formed for the purpose of (1) to acquire and improve upon property and land both in the United States and throughout the world; (2) buy, own, sell, trade, manage, build upon, develop, rent, lease, transfer or do any other lawful thing with the properties it acquires; and (3) any and all other lawful purposes consistent with F.S.608.403.

ARTICLE IV - MEMBERS AND THEIR CONTRIBUTIONS

The members of the NORTH AMERICAN PROPERTY ACQUISITIONS LIMITED and their contributions consist of the following:

<u>DOUGLAS COSTA, ESQ.</u>	<u>Management & Legal</u>
<u>ANDOVER MANAGEMENT HOLDINGS LIMITED</u>	<u>Capital Investment</u>
<u>INTERPROP HOLDINGS LIMITED</u>	<u>Capital Investment</u>

ARTICLE V - RIGHT TO ADMIT ADDITIONAL MEMBERS AND TERMS AND CONDITIONS OF THE ADMISSIONS

The right of the members to admit additional members and the terms and conditions of the admissions shall be as follows pursuant to F.S. 608.4232 and F.S. 608.432:

Additional members may be admitted to the company with the prior written, unanimous consent of all the members, which consent may be withheld for any reason and without liability to the company or any other member. In the event that a new member makes a contribution to the company in return for admission into the company, the share of such new member and all other members in the capital and the profits and losses of the company shall be in such proportion as may be agreed upon among all of the members. In the event new members are admitted to the company, the members shall file with the appropriate government agency an amendment to the articles of organization, as required by law.

ARTICLE VI - VOLUNTARY TERMINATION

The company may be dissolved at any time by agreement of a majority in interest of the owners in accordance with F.S. 608.441, in which event the members will proceed with reasonable promptness to liquidate the company. The assets of the company will be distributed in the following order: (1) to pay or provide for the payment of all company liabilities to creditors other than members, and liquidating expenses and obligations; (2) to pay debts owing to members other than for capital and profits; (3) to pay debts owing to owners in respect to capital; (4) to pay debts owing to owners in respect to profits.

ARTICLE VII - DEATH OF AN OWNER

With the death of an owner, the deceased's heir or heirs will be entitled to succeed to the economic share and interest of the deceased owner. The heir or heirs will be entitled to the same rights and bound by the same terms, conditions, and provisions as the deceased owner.

ARTICLE VIII - NORTH AMERICAN PROPERTY ACQUISITIONS LIMITED IS A MANAGER-MANAGED COMPANY

All business of the company shall be reserved for and under the exclusive management of the members unless otherwise set forth herein and in accordance with F.S. 608.422.

(A) OWNER'S MEETINGS. Meetings of the company shall be held

at least annually, or more often as determined by the company. Notice of the time and place of each meeting of the members shall be given in writing by the Registered Agent to each owner at least two (2) weeks before such meeting, except that actual attendance of such meetings by an owner will constitute a waiver of such notice.

(B) MANAGEMENT BY MANAGERS. The company appoints DOUGLAS E. COSTA, ESQ. as general manager with the title of PRESIDENT.

(C) AUTHORITY OF MANAGERS. The President will exercise all the powers of the company whether derived from law or the articles of organization. The President shall have the sole power to buy, sell, trade, manage, build upon, develop, rent, lease, mortgage, lien, transfer or do any other lawful thing with the properties. Other designated managers will derive their power to act on behalf of the company based on authorized Power of Attorneys.

(D) COSTS, FEES, SALARIES, EXPENSES, OPERATIONS. From all capital paid into the company, the President shall use 60% for the salaries, commissions, fees, costs, expenses, and operations of the company. The remaining 40% shall be used solely for the purchase, acquisition, development, or any other purpose that the company so deems legal and profit making as it deals with the intent of the company.

(E) BANK ACCOUNTS. The funds of the company shall be deposited in such bank accounts, or invested in such interest-bearing or non-interest bearing investments, as shall be designated by the manager.

ARTICLE IX - DISTRIBUTION OF INCOME.

Prior to dissolution and at least annually as income has been earned by the company and tax returns filed, the members by a majority in interest of the members, will determine funds available for distribution. On liquidation, a reasonable reserve will be determined and an account established to cover follow-up or subsequent obligations or legal requirements. Liquidation of the company need not be delayed provided that such amounts are properly escrowed and arrangements made for performance of such services as may be required in the interest of the company. Escrows, reserves or liquidation accounts may be established as escrows or otherwise, which activity need not unduly delay the termination of the company for all other purposes.

ARTICLE X - REGISTERED AGENT.

Pursuant to F.S. 608.415, the members designate DOUGLAS E. COSTA, who resides at 15921 SW 56th Street, Southwest Ranches, Broward County, Florida 33331 as their registered agent and the office.

ARTICLE XVIII - MISCELLANEOUS

(A) INTERPRETATION. - This organization shall be governed and construed in accordance with the laws of the state of Florida.

(B) SEVERABILITY. - To the extent any provision of this organization varies or contradicts the general provisions of the Florida limited liability company act (as set out in F.S. 608) each owner hereby consents to such variation or contradiction. If any provision of this organization or application of such provision to any person or circumstance shall be held invalid, the remainder of this organization, or the application of such provision to persons or circumstances other than those to which it is held invalid, shall not be affected thereby.

The undersigned have executed these Articles of Organization this

19th day of January, 20 06.

Douglas Costa
Signature

President
Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned limited liability company, 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 limited liability company is: NORTH AMERICAN PROPERTY ACQUISITIONS LLC
2. The name and address of the registered agent and office is:
DOUGLS E. COSTA, ESQ.
15921 SW 56th Street
Southwest Ranches, Florida 33331

Signature/Member

Title

Date

Douglas Costa

President

1-19-06

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.

SIGNATURE

DATE

Douglas Costa

1-19-06